



WALT DISNEY Records
presents

THE
MUSIC
BEHIND THE
MAGIC

The Musical Artistry of
ALAN MENKEN
HOWARD ASHMAN
& TIM RICE





The Music behind the Magic

is dedicated to the memory of

my friend and collaborator,

Howard Ashman.

This world is a brighter place

because of his brilliance and a

better place because of his love.

—Alan Menken

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by Steve Hochman



...anyone with an ear pressed

to the door would have sworn

the room had been taken over

by a wise-cracking Jamaican

and his calypso-reggae band.

(Left) Ashman, standing, and Menken, at piano, running through songs for *The Little Mermaid*; (upper right) Menken's computerized "orchestra" allowed for colorful demos; (right) Sebastian, *The Little Mermaid's* musical maestro.



Animation by
Will Finn.



Ashman sits at a small electronic keyboard, Howard Menken standing behind him, snapping his fingers and singing out a wordless, stop-start rhythm. Quickly, Menken picks up the beat and starts playing, Ashman moving around him, demonstrating the tropical feel of the music. It's just the two of them in the room—the fair-haired Baltimore native and the classically trained New Yorker—but anyone with an ear pressed to the door would have sworn the room had been taken over by a wise-cracking Jamaican and his calypso-reggae band.

That's how "Under the Sea"—the showstopping production number from Disney's animated fantasy *The Little Mermaid*—was born. And that's, more or less, the gestation process for virtually all of the songs from that film and its successors, *Beauty and the Beast* and *Aladdin*; with Ashman and Menken connecting the dots between the likes of Gilbert and Sullivan, Cole Porter, the Marx Brothers, and their own unlikely hit *Little Shop of Horrors*.

The music that evolved from those Ashman and Menken sessions, and later the sessions of Menken and Tim Rice after Ashman died of AIDS in 1991, speaks for itself. These three films rank among the top box-office hits—animated or otherwise—of all time, with a truckload of Oscars,[®] Grammys,[®] and Golden Globes[®] to boot. And their songs, from such whimsical production numbers as "Under the Sea," "Be Our Guest," and "Friend Like Me" to the romantic ballads "Part of Your World," "Beauty and the Beast," and "A Whole New World," are already standards.

"Our goal was to reinvigorate

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that was associated with

things that were dated."

—Alan Menken

The key to the success was that they brought to the Disney tradition a Broadway sensibility. These movies' rosters are dominated by such stage veterans as Angela Lansbury, Jerry Orbach, Paige O'Hara, and Jodi Benson, while most of the final recording sessions were done live in studio with full orchestras in the manner of original cast album recordings.

At the same time, with the virtually limitless possibilities presented by the world of animation, the imagination and creativity of Ashman, Menken, and Rice (the co-creator of such international landmarks as *Jesus Christ Superstar* and *Evita*) were freed to go off in whole new directions. They'd already stretched the world of the stage

(there'd certainly never been a musical

character like Audrey II, the singing, people-eating, and world-conquering flora of *Little Shop*), but in animation, such inventions are merely the starting point for creative liberties.

Combining the limitless possibilities of Disney animation with the internationally acclaimed talents of such Broadway veterans as Angela Lansbury (right), Ashman and Menken virtually created a new art form.

Peter Schneider, Disney's president of Feature Animation, says, "There are three things that Walt Disney said were very important for animated movies: tell a great story, have memorable characters, and push the technical boundaries of animation. And we've added a fourth element: tell it with music."

Says Chris Montan, senior vice president of music for Walt Disney Pictures and Television, "You could argue that reviving the tradition here meant not only great pictures and stories, but great songs that spoke to the people and weren't museum pieces. And Howard and Alan and Tim are of their time."

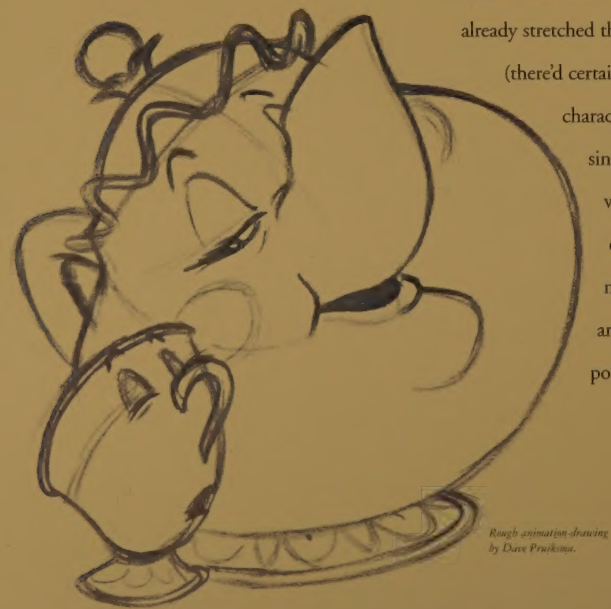
Says Menken, "Our goal was to reinvigorate and reinvent the music in an animated feature and to be able to bring a hipness and fresh energy to a form that was associated with things that were dated."

And that's just what they did. About *Beauty and the Beast*, Janet Maslin wrote



in the *New York Times* that, thanks to the "extraordinary songwriting talents" of Menken and Ashman, "Here, in the guise of furthering a children's fable, is the brand of witty, soaring musical score that is now virtually extinct on the stage."

The effect caught critics and fans off guard, but thrilled them. Roger Ebert, reviewing *The Little Mermaid* with his partner Gene Siskel on their television show, noted that "oftentimes in modern-day animated [films], the music has sounded like Muzak with words. The music in this movie is terrific, especially the reggae number, 'Under the Sea.' It's music like the great Disney music of the past—'When You Wish Upon a Star' and 'Zip-A-Dee-Doo-Dah.'"



*Rough animation drawing
by Dave Pruikins.*

Ebert also praised the modern attitude of the mermaid character herself, a quality that was also key to Belle in *Beauty and the Beast*.

"She's not just a little girl that things happen to," said Ebert of Ariel. "She's up there. She's gonna go to the surface. She's gonna find her prince. She's gonna take care of business. So you can really identify with this."

But critics—and the parents taking their children to see these films—were most taken with the fact that there was an overall intelligence to these films, humor and drama that they could enjoy as adults in ways generally associated with such past musical writers as George S. Kaufman and Cole Porter.

Said Gene Siskel, "Best of all, this is a film for all

ages. Young kids, I think, will find the picture not frightening, and it is witty, witty, witty for adults."

Maslin concurred. "Walt Disney reinvented the animated feature, not only with an eye toward pleasing children, but also with an older, savvier audience in mind," she wrote. "Disney truly bridged the generation gap with *The Little Mermaid*, bringing the genre new sophistication without sacrificing any of the delight."

These songs and stories are sometimes literate and silly at the same time. Or they're simultaneously mushy and meaty. They're up-to-date yet timeless. They're kids' stuff *and* adult fare—a neat and often-missed trick.

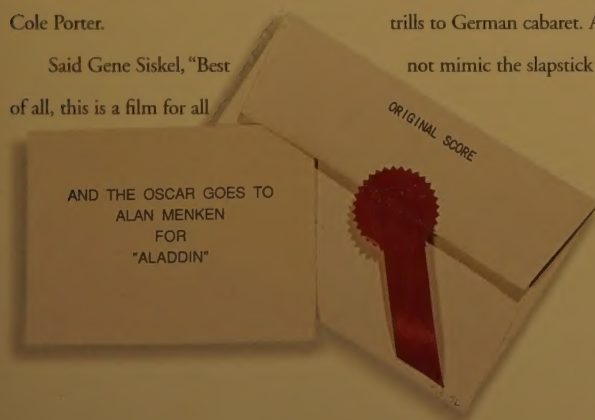
Eight-year-olds might miss some of the wordplay of "Gaston" or the musical segues from Gershwin-esque pulses to Mozartian trills to German cabaret. And adults might not mimic the slapstick patter for their

friends after seeing one of these films. Yet both child and parent (or nonparent, for that matter) can find a rewarding richness that speaks to their level. "Try the grey stuff, it's delicious! / Don't believe me? Ask the dishes." Enough said!

At the very least, Ashman, Menken, and Rice stand behind work unlike any other of its time, film music that could well prove to be for our era what the music from *The Wizard of Oz* and *Snow White* was for a previous one.



The Little Mermaid's captivating songs and savvy style earned lavish praise from critics and peers who bestowed upon Ashman and Menken numerous awards.



and beyond your
imagination
is an adventure
in fantasy.

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THE LITTLE MERMAID



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TO COMMEMORATE THE SALE OF MORE THAN
1,000,000 COPIES OF THE
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C.D. & CASSETTE
"THE LITTLE MERMAID"



"And always there was Howard in

part of their world

back of me kind of snappin' his

fingers and going, 'That's great!

That's great! I love that. Oh,

that's perfect!'"—Alan Menken

(Left) All smiles, Ashman and Menken are honored as *The Little Mermaid* becomes their first million-seller.

(Below) Evil sea witch Ursula—a classic Disney villain, and the first of the Ashman-Menken era; (upper right) cassette mock-ups of the sound-track albums.

Animation by
Rob Minkoff



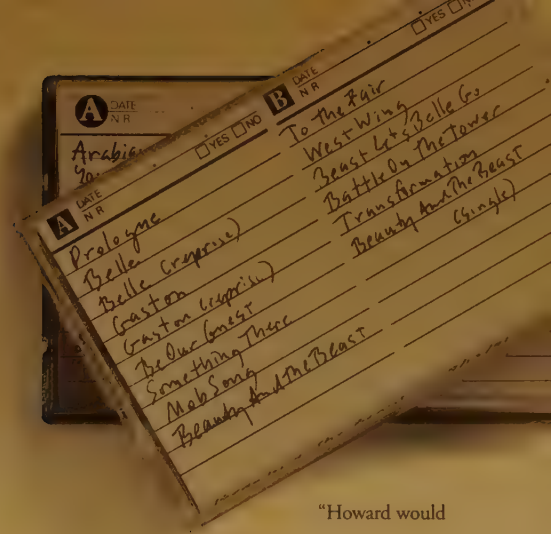
For all the public triumphs of Ashman and Menken, their work was almost exclusively done in private. They'd gladly share their knowledge and theories of musical theater with their co-creators. But no one—not their agents and managers, not the writers and directors of the films—was privy to the creation of the music.

"That's magic 'Howard and Alan Land,'" says Linda Woolverton, who wrote the screenplay for *Beauty*. "[During the creation of the songs], I was never in a room with them and a piano. I sensed from them that before anyone was allowed to hear any music, they really wanted it to be as close as it could be to the final version."

It was magic for Ashman and Menken, too. To hear Menken tell it, it sounds like a scene that most people know only from Hollywood images of songwriter teams, from *Rhapsody in Blue* to *Ishur*.

"Howard would put some old record on and listen to it, and I would listen to a little of it until I got the feeling of it, and then I'd go, 'Turn it off,' and I'd race to the piano and begin kind of playing in that area and have a faith that my style comes through when I write. And always there was Howard in back of me kind of snappin' his fingers and going, 'That's great! That's great! I love that. Oh, that's perfect!' Our collaboration was so much a barometer of what was working and not working for me. I would let her rip and he would shape what emerged, and I would in turn adjust and shape that. And so on, back and forth."

Fortunately, much of that process was preserved on tape, offering a rare glimpse into the creative process of two masters at work. We'll never really know how the Gershwins or Rodgers and Hammerstein wrote their timeless songs; recording tape didn't even exist when they were in their prime.





Ashman and Menken, however, used tape as a tool, a medium for studying and refining their songs until every note was perfect. And fortunately, as can be heard throughout this collection, not only did they see the demo-ing process as utilitarian, but they also saw it as an art form in itself. These tapes, never before heard by the public, are treasures, not just for historians or collectors, but as terrific entertainment that at the same time offers rare peeks into the creation of some of the most beloved music of recent years.

the alchemists

THE CASTING

"I go to a lot of auditions, but this was strange," says Samuel E. Wright of his first encounter with Ashman and Menken—and with Sebastian the crab—in a Manhattan tryout session. "It was not a place where you normally hold auditions. It was peculiar, going up these stairs, through a door to a tiny room. Alan and Howard were there, they'd obviously been writing, had three-day-old beard growth and circles under their eyes. They said to take this tape, learn it, and come back. It was 'Under the Sea.'"

"So I go back, and now they've got five-day-old growth, looking worse.

Ashman was a legend in his Baltimore neighborhood where he would rope in anyone and everyone he could to stage versions of classic and contemporary shows.

"I like to think of myself as his first fan," says his sister, Sarah Gillespie, who was born three years after Howard. "He couldn't have been much older than ten when he started directing us in backyard musicals. He'd do it all:

publicity, promotion, and the occasional star turn, too. Howard loved to introduce people to musical theater. He'd play you the cast album and act out the story, telling you how the show looked onstage. He did this all his life. I'd never seen the original version of *Fiddler on the Roof*—in fact, I don't know if Howard had either—but it was in his head, and he'd do half an hour or forty-five minutes and walk you through the whole show, including sets and costumes. He was really wonderful at that."

New York-born Menken, growing up in suburban New Rochelle, was a budding



instrumental talent, developing an early interest in Beethoven and Brahms, later taken by the new folk movement, all the while adding rock 'n' roll, Broadway, and virtually anything else to his ever-expanding

musical universe.

"I wanted to be a serious composer, but at a very early age really thought that I couldn't do that because who becomes a composer?" says Menken. "Chances were I'd be what every other Menken male in sight was: a dentist. My father was a dentist, my father's father was a dentist, my father's brother was a dentist,

my mother's sister's husband was a dentist, my father's sister's husband was a dentist. I thought that was my fate."

After pursuing their separate educations (Menken at New York University; Ashman at Boston University and Goddard College, and as a graduate student at Indiana University) the two met in New York in 1979 when Ashman, artistic director of the small WPA Theater, was looking for a composer to work with him on a musical version of Kurt Vonnegut's *God Bless You, Mr. Rosewater*. A mutual friend, Lehman Engel, director of the BMI Workshops program, recommended Menken. The two met at Menken's apartment, and right away the pattern of their partnership took shape.

"At our first meeting I recognized that Howard had a very strong sense of what he wanted to do," Menken says. "I sat at the piano and he put a lyric in front of me and I began to point to it and say, 'Well, I can see doing that, but we may want to cut this section out or change the scan.' And Howard got very impatient and sort of hyperventilated. 'No! No! The reason I want it exactly that way is...'"

Menken fell right in step. "I consider myself very adaptable," he says.

"I've worked on many collaborations, some in which I've called the shots and led the way, and some in which it's been the opposite. Howard was the book writer and lyricist, and so he really very much took the lead on song moments. Within that context it was very much an even collaboration, very back and forth; in fact, he was very reliant on me for musical form and nobody was ever more appreciative and more protective of my music than Howard."



A young Ashman (prone) played *Aladdin* in an early-Sixties production by Baltimore's Children's Theatre Association (upper left); Ashman as a theater graduate student at Indiana University (lower left); Menken performs with family, early Sixties (right); and as an earnest backyard folkie, 1967 (above).



But it was really uncharted

be our guests

territory for both Ashman and

Menken, who were new to the

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testing the waters as far as what

the medium would tolerate of

their stage-formed aesthetic.

(Right) The composers
during *The Little
Mermaid* sessions.

By

the time Walt Disney Company Vice Chairman Roy Disney and Studio Chairman Jeffrey Katzenberg called Ashman in 1986 (their mission was to revitalize the company's legacy), the musical partners had made an international name for themselves with *Little Shop of Horrors*, the most successful Off-

Broadway production ever, spawning a hit film version.

Following *Little Shop*, the two had gone on to separate work, Ashman taking on the frustrating experience of the beauty-pageant-spoof musical *Smile*, Menken the equally draining, abortive musical *Kicks*. Ashman leapt at the chance to work on *The Little Mermaid*, directed by Ron Clements and John Musker. The film was based on a story by one of his literary idols, Hans Christian Andersen, and he asked Menken to join him.

"I didn't realize what a passion Disney was for him," says Gillespie. "When we were kids the first movies we saw were certainly the animated movies from Disney, but I didn't realize how excited the chance to work in animation made him."

At the very least, his subconscious had always harbored a desire to be part of the Disney world. Bill Lauch, Ashman's companion since 1984, recalls Ashman telling him of a dream he'd had as a boy in which the Mouseketeers came to his bedroom window and asked him to join them.

Says Chris Montan, "There really had been no successful musical films in recent years—*Grease* was probably the last one. The good news was that Disney had such a tradition in animated musicals



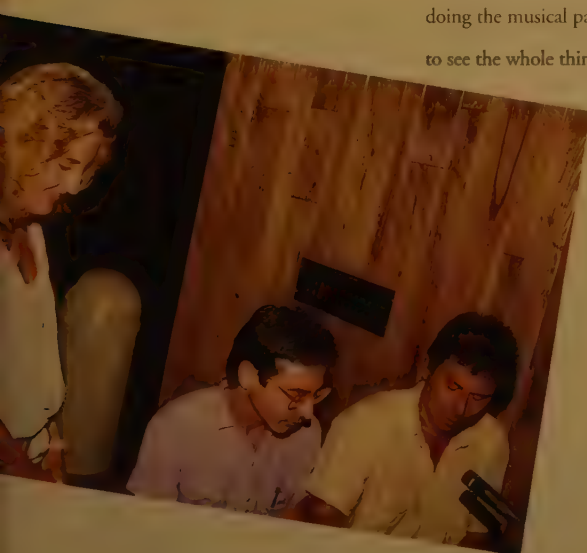
that they had to try. *Oliver & Company*, although a very successful movie, was an experience with multiple writers which made it apparent that that was not the way to put together a coherent musical. But most songwriters don't have the experience of solving dramatic lines and storytelling. That's the advantage Howard and Alan brought in. And what's more, they were old enough to have solved these problems for twenty years, but young enough to have been brought up with the Beatles. So their songs aren't dated."

Ashman and Menken didn't really show it on the surface, but there was some uncertainty on their part as well. "Howard took criticism very much to heart," Gillespie says. "And his work for Disney came on the heels of *Smile*, which got respectful reviews, but lasted only a few months on Broadway. That hurt a lot. I think he was feeling especially vulnerable about theater at the time."

Menken, too, was at something of a vulnerable stage in his career after *Kicks*' failure to even make it to the stage. Furthermore, by the time he arrived at Disney, Ashman was already part of the team, so Menken was the new kid. "Basically, whomever Howard had wanted as a composer they would have said, 'Great,'" Menken says. "So initially, Howard was a step ahead of me in terms of a relationship with Disney. He was living out there, functioning as a producer."

But it was really uncharted territory for both Ashman and Menken, who were new to the animation world and clearly testing the waters as far as what the medium would tolerate of their stage-formed aesthetic.

Says John Musker, co-writer and co-director of both *Mermaid* and *Aladdin*, "We had a reading of the *Mermaid* script where Alan and Howard would perform the songs with people around the table doing the lines and Alan and Howard doing the musical parts...it was exciting to see the whole thing in that way."



(Left) Jodi Benson, arranger Robbie Merkin, and Alan Menken around the piano during *Mermaid* rehearsals. Session notes for *The Little Mermaid* songs (above).

7/24/89

Mermaid notes—

①

1M2 - Opening Credits - Free tempo. Cathy can construct a variable. I've written (but she must write from what underscores the scene. There are accommodations.)

Note - 1st 5 measures (A-E) are like "Part of Your World" - I've had orchestration transcribed so you are clear there. It is to be considered only a basic. They like the effect of what's there. We can improve greatly in orchestration.

m1 - 9 - Spare and light. Very water. I've indicated choir on melody but perhaps too heavy at this point.

m8 - Ripple effect on title of "Glimpse" harp gliss seems appropriate.

m10 - Deeper in tone, low line for Jellyfish horn (start) whales reflected by nautical.

m9 - Swelling into main theme - choir?

m20 - Full + choir
m23 - More people swimming - winds (flutes?)
m28 - Fluffy brilliant light - Bells or ringing effect.

Tom - please listen to the tape and tell me the figures I've circled and others like them are triplets or not. Is hot - should they be? It seems to me that it would flow better with triplets as opposed to 2/4.

m-35-36 Credits end on dominant. As if we're going to last disc and we go to - m35 - Fanfare - instead.

By the time they recorded

something there

the full demo of the song,

all the musical elements

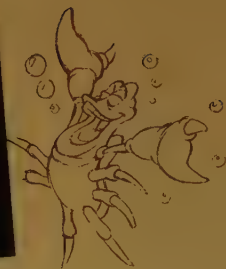
were in place—

the orchestrations fleshed

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all laid out.



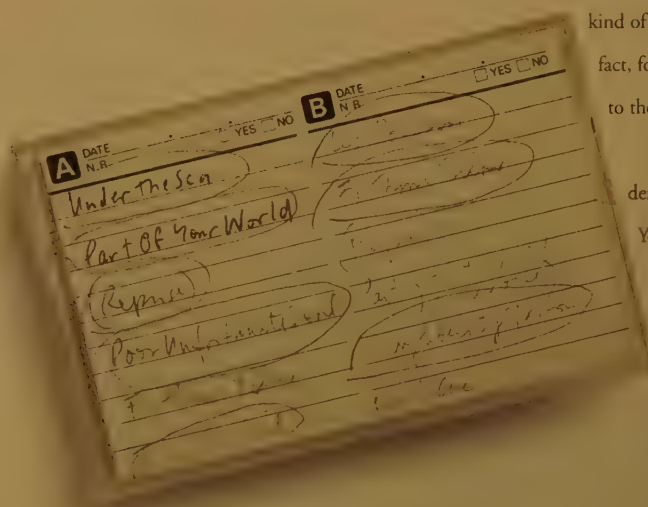
Thanks to their use of recording as a tool, we can hear how “Under the Sea” progressed from that first work tape to final product. Remarkably, the preliminary work tape of their first session for the song sounds as if it were springing fully formed from the writers’ heads. All the phrasing, inflections, and even the orchestrations are hinted at in this simple, two-man, almost off-the-cuff performance.

Once the songs had taken shape, the other elements of production kicked into full gear. Lyrics, melodies, and dialogue samples were crafted into physical characters by the Disney animation artists; story lines and character relationships evolved and roles were cast, with the actors bringing in their own individual twists to the parts. One facet’s development might impact others: the choice of Samuel E. Wright, with his mastery of Jamaican inflections boosted Sebastian’s status in the tale, which affected the character’s look and movements, which in turn affected the music associated with him.

By the time they recorded the full demo of the song, all the musical elements were in place—the orchestrations fleshed out with synthesizers, the vocal nuances all laid out. So complete was it that it left little doubt that Ashman and Menken knew exactly what

kind of performances they were expecting for the final product. In fact, for the *Mermaid* songs, the final vocals were actually recorded to the demo tracks, with the full orchestration being recorded later.

The same evolution can be heard through work tapes and/or demos for *Mermaid*’s opening “Fathoms Below,” ballad “Part of Your World,” and the lugubrious “Poor Unfortunate Souls”—



Ashman’s suggestion that *The Little Mermaid*’s musical crab be a Caribbean transplant opened the musical palette to reggae and calypso, and paved the way for Sam Wright’s much-loved characterization of Sebastian (above); the original master cassette of *Mermald* demos (left).

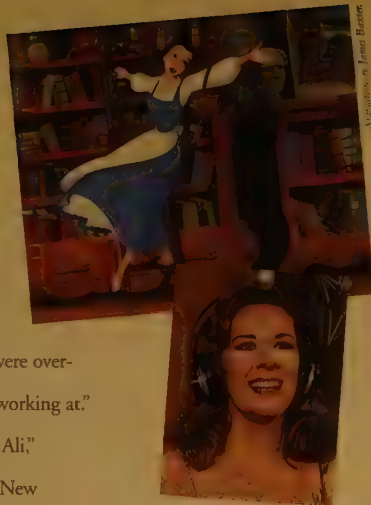
the latter the descendant of "Silence Is Golden," an unused song that it was modeled after and that appears here, in demo form, for the first time.

Beauty's development is represented in early versions of "Belle," "Gaston," "Be Our Guest," and the title ballad, plus "Human Again," an extended set piece written for the movie, but cut due to time considerations. (The latter piece resurfaced to great effect in the Broadway stage adaptation of the story.) With these it's clear how fully intertwined the song-and-story processes had become. Each piece was conceived from the start as a chapter in the story—you could even argue that now the songs were the story, with the nonmusical dialogue of *Beauty* serving to link the songs,

and the story told virtually whole even in the demos.

"My fondest memory was when we got the final demos of 'Gaston,' 'Belle,' and 'Beauty,'" says Chris Montan. "These were such a leap from *Mermaid*. We were overwhelmed by the level they were working at."

Aladdin's demos for "Prince Ali," "Friend Like Me," and "A Whole New World" are supplemented by five songs ("Babkak, Omar, Aladdin, Kassim," "Proud of Your Boy," "How Quick They Forget," "Humiliate the Boy," and "You Can Count on Me") that were never released. Here, the songs aren't just bonuses, but the cornerstones of a subplot and set of secondary characters—Aladdin's mother and his three pals—that were discarded in the course of production.



Through song the characters' hopes, dreams, and follies are revealed: Belle, voiced by Paige O'Hara (above), starts to see the beauty within the Beast; (below) Gaston, portrayed by Richard White, serenades his one true love.

THE CASTING (continued)

There's one little piano and a microphone and Howard sitting at a desk and Alan at the piano, and they said, 'Hit it! I start singing it, jumping all over the place like a Broadway audition—I was on the table, doing slides across the floor. They said, 'Thank you,' like don't call us, we'll call you. I thought I blew it. But a long time later my agent called and said, 'Sam, you got it! So I go back and there's a battery of electronic keyboards, and there's Alan all excited and energetic, and there're a lot of people sitting around. And finally I said, 'How come you want me?' and they said, 'There's something different you're doing that's interesting! So we just laid it down. They thought it was going to be over the top, but we did it and the animators decided to go for it!'

That, in a nutshell, is how many roles for these films were cast. From day one with Disney, Ashman and Menken, along with the directors and producers of the projects, were looking for people who could bring the characters to life and even add unexpected dimensions.



"I'd try one thing and

Howard would go,

'Great, great, great—

I'll go with you there.'"

—Alan Menken

(Below) Ashman, orchestrator Danny Troob, and Menken supervising *Beauty* recordings; (above) Ursula plots her power-grabbing moves.



"Humiliate the Boy" proved to be Ashman's last song, written at a time when his health had almost completely failed. The song never made it into the film, but its vivid images of the evil Jafar stripping Aladdin of his dignity and strength parallel Ashman's own condition.

"Those lyrics have a painful resonance," says Lauch. "I saw Howard grow sicker and weaker, losing his eyesight, his hair, even his ability to walk. The song is about taking away from someone who has been gifted. I never asked if he felt connected to that situation, but I'm sure he did. He wrote the song right before going to the hospital for the last time."

While the mini-suites of work-tape-to-final-version progressions trace the growth of individual songs, they show in Ashman and Menken's partnership a remarkable artistic symbiosis of words and music working as one, never at odds.

The course goes from their first forays into a new (to them) medium, through



Animation by
Rubeu Aquino.

their Oscar®-winning triumphs and their remarkable continuation of the highest quality work during Ashman's illness, and carries over into Rice's graceful entry into a new partnership with Menken.

But even beyond that, the work tapes and demos that mark *The Music behind the Magic* are able to stand on their own. In these sessions Ashman and Menken reveled in the spontaneity of creation and the chance to, for all intents and purposes, put on the show themselves—vocal chameleon Ashman generally singing the more comedic parts; Menken, a more pure singer, taking the lead on the ballads.

"Once I hit the piano, a song could go one way or it could go another way that was a dead end," Menken says. "I'd try one thing and Howard would go, 'Great, great, great—I'll go with you there.'"

For all the back and forth, and even for all the occasional silliness, the demos were so complete, so thoroughly crafted that the actors who sung the roles in the films as often as not modeled their performances explicitly on the demo versions.

"Howard could perform my song better than I could," says Pat Carroll,



who as Ursula the sea witch of *The Little Mermaid* was featured in the deliciously evil “Poor Unfortunate Souls.” “Howard relished the character. She had theatricality—and snap and crackle and pop. He and Alan knew exactly what word should be punched and what color they wanted and the way of rolling words certain ways. It was quite marvelous.”

It was also an Ashman-Menken demo of the *Beauty and the Beast* title song that helped Angela Lansbury see a new side to her Mrs. Potts.

“She didn’t think her character would sing a ballad,” Lauch says. “Then she heard Howard sing it and understood exactly what to do.”

When Lansbury did sing it, she gave it her all. For those involved, it was a highlight of the production. Robby (the Beast)

Benson says, “Being there to watch Angela Lansbury sing ‘Beauty and the Beast’ live—it was literally a performance—was one of the most thrilling things I’ve ever seen. At the time we felt we were part of something special, but we had no clue how big it would become.”

Adds Gillespie, “That last line on the demo, where he says, ‘Off to the cupboard with you now, Chip. It’s past your bedtime,’ it breaks my heart. It’s Howard doing his concept of this teapot with a cockney accent. It’s Howard’s voice, and it’s wonderful.”

David Ogden Stiers, Angela Lansbury, and Jerry Orbach use their considerable talents to give life to Cogsworth, Mrs. Potts, and Lumiere



Animated by
Walt Disney

THE CASTING (continued)

Angela Lansbury and Jerry Orbach

are household names to film and TV viewers, but arguably their greatest acting triumphs have been on the Broadway stage. Jodi Benson was familiar to Ashman since she had been in the Broadway production of *Smile*. Lea Salonga was making a name for herself in the title role of *Miss Saigon*. And Paige O'Hara, though a virtual unknown to the general public, was quite familiar to Broadway insiders Ashman and Menken.

“I went through five auditions, and the last three Howard really directed me and let me experiment with the character,” says O'Hara. “I kept trying to make her eighteen in my mind, but they said, ‘Stop that. We want her to have the soul of a woman, so use your own voice.’”

Robby Benson, too, found that by using his theater experience in the auditions he not only was able to get the role of the Beast, but give it new dimensions. “All the indulgences that an actor brings to the table that people laugh at, that’s what I felt needed to be incorporated into the project.”



"I try to put in more information

than people will get the first time

transformation

around," Ashman told the

animators. "So maybe if you want

to see it more than once, there's

still something for you to see."

(Facing page) A put-upon Sebastian must make the best of his musical charges or face the wrath of their father, Triton (right). (Upper right) An early sketch of Clarence, the crab's pre-Sebastian incarnation.



Animation by
Andreas Deja

From the very beginning, Ashman and Menken were putting their stamp on the stories. One of the most dramatic examples is how they took a minor character—a crab described in the original story outline by co-writers and directors Ron Clements and John Musker as "Clarence, a stuffy, English conductor"—and breathed new life into him. Ashman saw in this creature a potential vehicle both for story narrative and a lively musical strain that would give the film currency and fun.

In a handwritten note on the outline, Ashman suggested that they "make Clarence a reggae crab from the Caribbean brought north to tutor Ariel (Rasta-Jamaican brownie pts!)" for the simple reason that he "would like a chance to do a calypso celebration of life under the sea."

Musker and Clements were caught off guard by what seemed like a left-field suggestion. "We heard that Howard suggested a Rastafarian and we looked at each other and said, 'What?'" says Clements. "But when we met him, we understood what he was aiming for and got excited about bringing in calypso."

Says Musker, "I recall Howard taking all these theatrical puffs on his cigarette and he'd say things like, 'This song could be like, say it's called "Under the Sea." He tried to make it sound off-the-cuff, but he was very specific.... He hated the June-spoon romance songs. He hated the general songs. He needed something specific and the calypso-reggae gave him a line on this song."

Ashman explained while talking to the *Mermaid* animation staff in May 1987: "Music, for me, is information, a way to get information across. A lot of times you're dealing with music as [just] entertainment...and there's validity to that.

"But I don't think that's how 'Whistle While You Work' or 'Someday My Prince Will Come' or 'Who's Afraid of the Big Bad Wolf?' were. I think those were conceived as information and entertainment together.... And frankly, I probably mean much more specific things by information than most lyricists do."



Early character design
by Will Finn



*They didn't want material
that people couldn't listen to
four times—or more—
without still enjoying some
sense of newness.*



Animation by
Dave Priskins

But could they also include the winking wit that made *Little Shop* so hip into a mainstream animated feature?

"We were always conscious that we were writing for Disney," Menken says. "So there was a certain user-friendliness about the material we were dealing with. You know that you want it to appeal broadly and immediately. You don't want material that people have to listen to four times to get."

But at the same time, they didn't want material that people *couldn't* listen to four times—or more—without still enjoying some sense of newness.

"I try to put in more information than people will get the first time around," Ashman told the animators. "So maybe if you want to see it more than once, there's still something for you to see."

It's the fabric with which Ashman and Menken tried to weave all their songs, whether expository openings, production spectacles, or romantic ballads. They particularly soared with big opening pieces. From the first bars of "Fathoms Below," the shanty-like tune sung by sailors on the sea's surface, it's clear what *Mermaid* is about. By the time the visuals and music simultaneously move underwater, the essence of this fairy tale has been laid out.

"It doesn't sound like a pop tune—it sounds like long ago and faraway," Ashman told the animators. "And it's visually oriented. When we started working with the sea-shanty idea, we put it in a three-quarter time because the ship can move to that sort of sway. It's got some weight. It tells you the story's going to have some emotion to it. [The story] is based on Hans Christian Andersen—Andersen's heavy stuff, even heavier than Grimm... replete with heavy religious things we're not dealing with in this film."

Curiously, Ashman resisted when asked to write another song for *Mermaid* that would specifically advance the story, a song that would, in effect, set up some of the key relationships of the undersea world.

"The script called for a concert at which Ariel fails to appear," Ashman said. "This is one I didn't want to write. This is very simple and just a ditty. I have a little problem with this because we have a



Animation by
Glen Keane





Illustration: © Victor Arda

performance underwater...[which] seemed funny to me. So what we tried to do was work on a classical pastiche there—sounds like chamber music, a little comic, so that takes the onus off it a little. So it's this comic chamber-music event with a little baroque-y, Gilbert and Sullivan-y air for the seven daughters of Triton."

Despite their misgivings, Ashman and Menken played it up for all it was worth on the demo of "Daughters of Triton," lending a campy sense of comic-opera exaggeration to their performance. But it's no coincidence that in the later films they did their best to avoid that kind of short, purely utilitarian song, preferring to truly integrate story and song in longer, more elaborate set pieces.

(Top left) Original *Mermaid* movie poster art. Faithful Flounder (far left) is unable to get Ariel, voiced by Jodi Benson (above), away from her land-based obsessions in time for her big entrance with her singing sisters (left).



THE RECORDINGS

"One of the most thrilling moments of my career was when they flew us back to New York, and in this studio right off 6th Ave.—every great piece of music in

New York has gone through this studio—they had an I-don't-know-how-many-piece orchestra set up," says Robby Benson. "And I got there just in time to watch Angela Lansbury sing 'Beauty and the Beast' live, the same way you record a Broadway cast album. It was literally a performance, and it was one of the most thrilling moments I'd seen!"

With *Mermaid*, most of the vocals were recorded to the demos and the orchestras added later. But even then, Ashman and Menken labored to extract Broadway-quality performances from even the most experienced actors.

"During the musical sessions, neither one of them was demanding, but they were guiding and they knew exactly what they wanted," says Pat Carroll of the "Poor Unfortunate Souls" recordings. "They would be

THE RECORDINGS (continued)

absolutely specific about a word or note.

They were perfectionists. I would come

home from music sessions drained

because of their specificity. But you

knew you were in the hands of true

professionals who wanted the best,

and you'd better give it to them

because they would not take any less!"

As Ariel, Jodi Benson had similar experiences. "The 'Part of Your World' session was wonderful and very exciting," she says. "And it was long. Howard helped create the atmosphere by turning off all the lights to create the feeling of being alone in the dark. We approached the song as a monologue and I did it in its entirety, straight through each take, as many times as were needed!"

The dialogue also was done in the Broadway-cast style, with Ashman and directors Ron Clements and John Musker working closely with the cast to keep the feeling "live," especially in the segments leading in and out of songs. "The first day of rehearsals was like a Broadway show," says Jodi Benson.

(Below) Belle yearns for the world beyond her village. (Upper right) Aladdin's city of Agrabah and a comic, camel kick-line.

It was with "Belle" from *Beauty and the Beast* (directed by Kirk Wise and Gary Trousdale) that Ashman and Menken set their high watermark of that tricky balance.

"Howard was very concerned about 'Belle,' whether it would work or not," Lauch says. "He knew how risky it was to place a lengthy production number at the opening of an animated film and expect to hold attention. It just hadn't ever been done. For that reason he worked very hard at structuring the

song perfectly, with storytelling going on throughout the whole thing. When it worked so beautifully I think he felt a great sense of accomplishment."

Like *Mermaid*, the *Beauty* project began as a nonmusical production, but writer Linda Woolverton, who had already put in considerable work on the script, recalls that the *Mermaid* success convinced Disney to turn this into a musical. (Ashman and Menken had already completed a considerable amount of writing for *Aladdin*, but questions about the story's direction and some concern about some ethnic-oriented characterizations caused the project to be shelved.) For Woolverton, with no experience in musicals, it meant a crash course on the form with her new collaborators.

"I felt like an apprentice," she says. "What I learned was, you've got to create the tale first and the song moments have to be so integrated into the fabric of the storytelling that it's seamless."

"Belle" was one of the first things that she worked on with Ashman and Menken. "We knew we wanted her walking through town reading her book and people talking about her," Woolverton says. "Howard told me to write the scene as if there was no song there. I was on the West Coast and they were on the East Coast, so I wrote it and sent those



Animation by
James Baxter

Aladdin's "Arabian Nights"

was to have been something

of an homage to Cotton

Club-era cabaret exotica,

and this song was to serve

as the curtain-raiser.



Animation by
Raul Garcia.



pages to Howard, and magically it came back as a song."

Once again, the demo, heard in part in this set, is virtually a completely realized production. Recalls Paige O'Hara who, as the young beauty Belle, sang the bulk of her character's namesake song, "The first time I heard even the demo with Alan singing it I got tears in my eyes. It was so beautiful and sophisticated."

Aladdin's "Arabian Nights" serves more as a mood-setter than scene-setter, introducing the fantasy world of Agrabah without the narrative prologue of "Belle." But then the film, at least in Ashman's original conception, was to have been something of an homage to Cotton Club-era

cabaret exotica, and this song was to serve as the curtain-raiser. As such, it relies even more on the music to convey the tone than its predecessors. That was a real challenge for Menken, who wanted the song to hark to familiar styles and yet sound fresh.

"With *Aladdin* we really drew from a different stylistic palette," Menken says. "It was a comment on old action films set in the 'mysterious East.' Also, Howard

wanted to draw on the energy of the old Max Fleischer cartoons, which used more of a kind of back-alley, funky jazz. So we drew on that and Fats Waller and found this style."

When it came to the big, dazzling production pieces that are a must in

any musical, Ashman and Menken didn't abandon the informational element: here the entertainment side of the coin clearly took precedence. The mandate, historically, was for something that would, literally, be a showstopper—a jaw-dropping, sensory-overloading dazzler.

In *Mermaid*, this presented a challenge in regard to style.

"I wanted an opportunity to do something with a beat so we could do an 'up' number," Ashman said. "But you don't want to throw party rock'n'roll in the middle of this fairy tale.

"The old Disney solution to that was to do something in the vein of a kind of folk music—"Whistle While You Work," he continued. "But music was different then and it's harder to get away with that now."

And that's where Sebastian, the Jamaican crab, comes in. "If the rhythm seemed to be connected to this exotic character from another part of the ocean, it would seem exotic and we could boogie just a little."

With that in mind, Ashman and Menken pulled out all the stops, taking full advantage of the medium they were working with. "We really tried to shoot for one of those old-time animated sequences and have as much fun as we can," Ashman explained. "This is the only medium you can do that in. What are you going to do? On the Broadway stage, you're going to dress people up like lobsters? *Cats* notwithstanding, I do think this is the only medium where you can have that particular kind of fun."



Animation by
Damian Marperbanks



Ashman and Menken liked the idea so much they did it thrice more in *Mermaid*:

"Kiss the Girl," the silly chef's "Les Poissons," and the evil Ursula's "Poor Unfortunate Souls."

It was Menken's music, however, that actually set the tone for "Under the Sea." "With 'Les Poissons' it's very clearly a French music hall song," Menken says. "On this particular song Howard asked for music first, and then wrote a lyric to it. I found that we didn't need to budge very far from the first idea because it was so clear."

But for the sea witch Ursula's "Poor Unfortunate Souls," the team worked very hard to establish a sense of delightful villainy, with Menken reaching into the world of German Expressionist theater to boost Ashman's juicy rhymes that Pat Carroll delivered with such sinister sizzle.

"When you hear those first two bars you've already got a sense of, 'This is fun; this is seductive; this is a little bit evil,'"

Menken explains. "This is reminding us of Brecht and Weill, a little bit different than some other traditional choices you can make, that the character is going to have just a smarter edge to her, more



nuances to play with because you've chosen that kind of musical style. The same thing with the calypso touches on those songs."

Food and French theater also shape *Beauty*'s showstopper, "Be Our Guest."

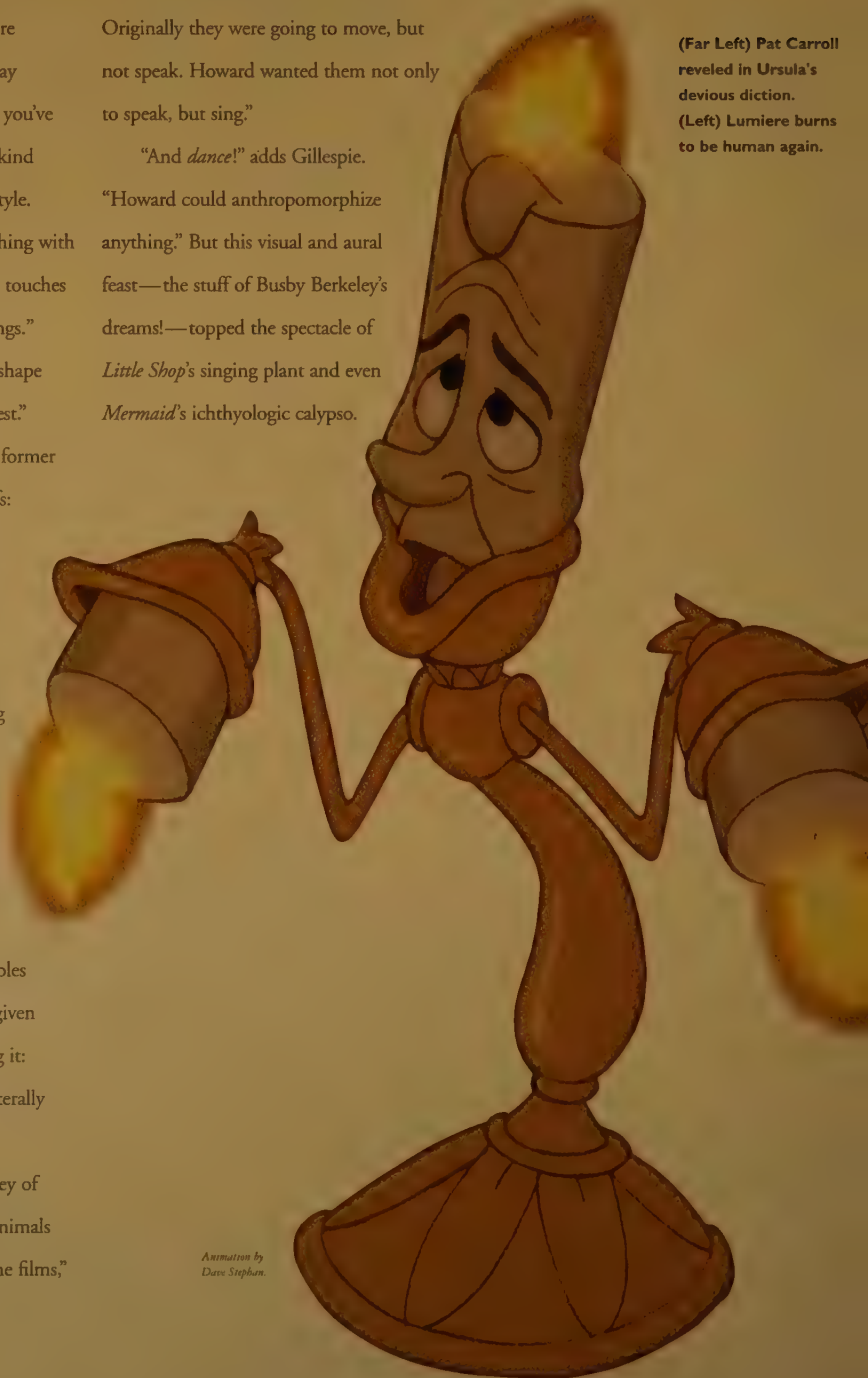
By now it was pretty clear that the former was one of Ashman's favorite motifs: "While he was writing it he said, 'Here's *another* song about food!'" Lauch says.

The musical style was readily suggested by the origins and setting of the story, even if the ultimate choice for the song was a little removed from the romantic tones that Menken chose for the bulk of the movie's songs and score. The amusing affection for comestibles was even more directly presented, given who—or what—was to be singing it: the castle's colorful culinary cast, literally everything but the kitchen sink.

"There's this tradition at Disney of 'the furry creatures,' the cute little animals that provide a cuddly element in the films,"

says Lauch. "In *Beauty and the Beast* when the question, 'What will the furry creatures be?' arose, Howard thought they should be the enchanted objects in the castle. Originally they were going to move, but not speak. Howard wanted them not only to speak, but sing."

"And *dance*!" adds Gillespie. "Howard could anthropomorphize anything." But this visual and aural feast—the stuff of Busby Berkeley's dreams!—topped the spectacle of *Little Shop*'s singing plant and even *Mermaid*'s ichthyologic calypso.



(Far Left) Pat Carroll reveled in Ursula's devious diction. (Left) Lumiere burns to be human again.

Animation by Dave Stephens

For the sea witch Ursula...

the team worked very

hard to establish a sense

of delightful villainy.

As with all animated movies, however, the evolution of music and story is a long and ever-changing process. Originally, Ashman and Menken conceived the enchanted objects singing the “Be Our Guest” number to Belle’s father upon his discovery of the castle, and that was the way it was initially recorded. Then during production it became apparent to the directors that to make the story more about Belle and her problem, and to give her emotional conflict, the song needed to be sung to her.

Belle herself became the featured guest, and the elaborate show put on for her allowed the audience to see a whole culture of castle-dwellers that, in final form, was only hinted at in Maurice’s earlier encounter.

It’s clear from this early demo that it was meant to be a highlight of the film.

At least it was clear that it was a blast for Ashman and Menken, with Ashman doing a spot-on Maurice Chevalier vocal homage.

“He’s absolutely doing Chevalier,” Lauch says. “They hadn’t even cast the part yet, but Howard wanted this character, Lumiere the candlestick, to sound a lot like Maurice Chevalier.”

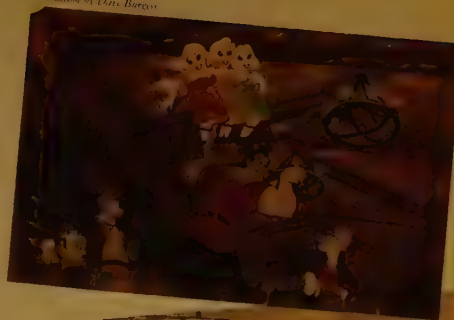
Beauty includes another showstopper: “Gaston.” It’s hard to think of any other song that expended so much wit in describing such a lout. But even though it was a showcase for the egotistical, boo-hiss bad guy, this was where Ashman’s talent for multilevel wordplay came to the fore.

The descriptions of Gaston’s attributes, mostly offered by his fawning foil LeFou, are a wealth of wordplay in the tradition of Gilbert and Sullivan’s “I Am the Very Model of a Modern Major General” or the Kaufman-via-Groucho classic “Hooray for Captain Spaulding”—simultaneously silly and sophisticated.

“A line like, ‘I’m especially good at expectorating.’ I mean, how many children are going to get that?” says Gillespie.

“But they grow up and come back and see it when they’re a little older, and then they’re going to get these things they never knew were there,” says Lauch. “It’s such a kick to discover things like that.”

Animation by Dan Bargo



Animation by Mike Caleno and Michael Gerard

(Above, below) No one boasts like Gaston, and yet his “charms” still can’t woo Belle.

THE RECORDINGS (continued)

“We sat around with the scripts and bounced off each other. Before we went to recording, it felt like we knew each other. And the important scenes

we recorded together through glass partitions, and could react to each other like onstage.”

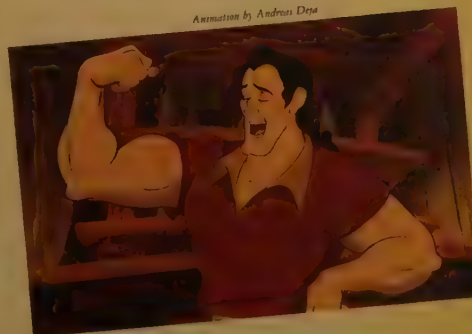
Tim Rice was no less a participant, changing

words here and there as needed and lending the two decades of experience he’d had in guiding some of the most popular and successful musicals of all time.

Bruce Botnick, one of the recording engineers along with John Richards and Michael Farrow, says that the magic of these kinds of settings is that everyone on the scene is part of the sessions. “It’s collaborative to get what we all need in order to deliver the best we can do.”

For Disney, this approach was new and the recordings provided highs they’d never experienced.

Animation by Andreas Deja





(Above) Voiceless Ariel has made the prince virtually speechless—leaving Sebastian to express their thoughts of romance in “Kiss the Girl.” (Far right) The Genie in his full Cotton Club hipster regalia.

THE RECORDINGS (continued)

“There’s now an army of people who surround the sessions we do,” says Andy Hill, vice president of music production for Walt Disney Pictures. “I don’t think it will ever feel quite so much of an adventure as it did on [Beauty and Mermaid]. We were really able to witness a new musical form being developed, which, of course, paid homage to the classic form.” 🐬

Lauch says that those little seeds were definitely planted on purpose—Ashman himself loved making new discoveries in things he’d liked as a child. Something else that would have given him a charge was that just weeks after the film opened, kids in schoolyards around the nation were already creating their own revisions of “Gaston,” adding their own crude variations to the list of his attributes.

“While writing that song, Howard talked about the rhyme patterns and what he was going for,” says Lauch. “He wanted a subtext that would be a little naughty and funny and give it an edge without stepping over the line.”

Says Gillespie, “I don’t think that he would mind at all that kids were doing that.”

Continues Lauch, “He did it all the time with other people’s songs!”

For *Aladdin*, the dazzler “Friend Like Me” is, along with the opener, the strongest remaining example of the Forties jazz-cabaret tone originally planned. Here, however, there’s a dramatic difference between the original concept, the way Ashman performed the song on the demo, and the final version.

“On the tape of ‘Friend Like Me’ you can hear where they’re scatting around, going,

‘wah-wah-waooooo,’ just having so much fun writing this thing,” says Lauch.

“It was that old Hollywood take on things Middle Eastern,” says Menken. “There was Danny Kaye and Hope-Crosby mixed in with Fats Waller, Cab Calloway, even Astaire and Rogers doing ‘The Continental.’ Any of those things felt like they were sort of fair game.”

For all the razzle-dazzle of the big musical scenes, though, it’s the quieter songs that Ashman and Menken considered the toughest to make work. Going into *Mermaid*, Ashman admitted that he was a bit intimidated by the great Disney pantheon of ballads.

"Cinderella's 'A Dream Is a Wish Your Heart Makes' is one of those songs, and in *Snow White* they've got two—'I'm Wishing' and 'Someday My Prince Will Come,'" Ashman said. "These days it's like half a ballad is better than one. Ballads are hard. Our attention span has changed radically in the past ten or fifteen years, and these are very, very difficult to sustain."

Again, Ashman and Menken turned to Broadway for guidance. "This kind of song exists in the Broadway musical; in 'Wouldn't It Be Lovely' [from *My Fair Lady*] Eliza Doolittle tells us what she wants," Ashman continued. "With Rodgers and Hammerstein, in every show the leading lady has a chance to plunk herself down and sing about what she dreams about. With Lerner and Loewe in *Brigadoon*'s 'Waitin' for My Dearie,' Fiona and all the girls gather around her and she sings 'this is what I want in life.' Lehman Engel jokingly called it, 'The girl's 'I Want' song.'"

Ashman and Menken were also able to turn to their own past work for inspiration when writing *Mermaid*'s "Part of Your World," in which Ariel literally does explain her dreams. "In *Little Shop* there's one called 'Somewhere That's Green,'" Ashman said. "We joked about ['Part of Your World'] and called it 'Somewhere That's Dry.' I believe in this kind of song a lot."

Despite his doubts, *Mermaid* includes a second romantic ballad in "Kiss the Girl," with Sebastian crooning to a lighter variation of the calypso rhythm.

"That song works completely within the structure of the story, and yet it can be lifted out of that situation and still have meaning," Lauch says. "Writing a 'liftable' song was something Howard really struggled with. He was so committed to the idea of songs furthering the story or character development that it was difficult for him to write in generalities, to be nonspecific. So when he achieved the right balance with 'Kiss the Girl' he was very proud of it."

In *Beauty*, with all of Belle's desires pretty well spelled out in the opening, the prominent ballad is given a different function, with Mrs. Potts serving almost as a Greek chorus, describing the blossomed love between the title characters.

For *Aladdin*, Ashman and Menken twisted the formula and wrote a song in which the boy bares his soul. The song,

"Proud of Your Boy," had Aladdin emotionally apologizing to his mother for his past rapsallion ways.

Only one problem: with the changes that left the mother and several other key characters and plot paths out of the story, several songs, including "Proud of Your Boy," were no longer called for. There was some discussion about having Mom be deceased, with Aladdin addressing the song to her in heaven, but that too was scrapped. The demo of this song, sung beautifully by Menken, reveals an affecting, emotional moment that, unfortunately, was never experienced by movie-goers.

"Kiss the Girl..."

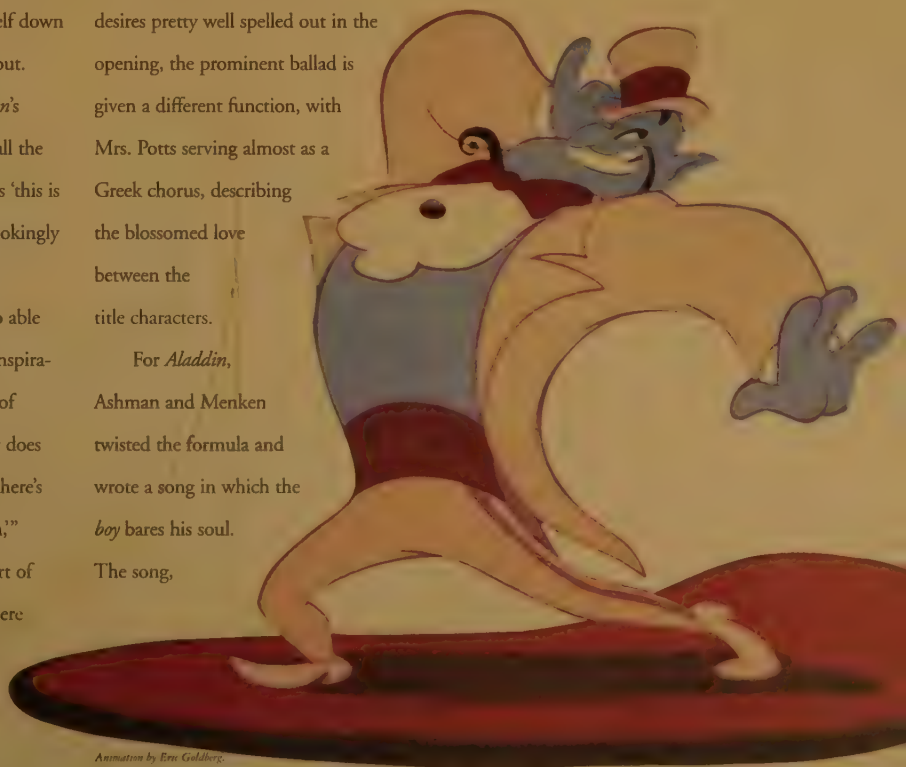
That song works completely

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Animation by Eric Goldberg.



"Obviously, I was attempting to

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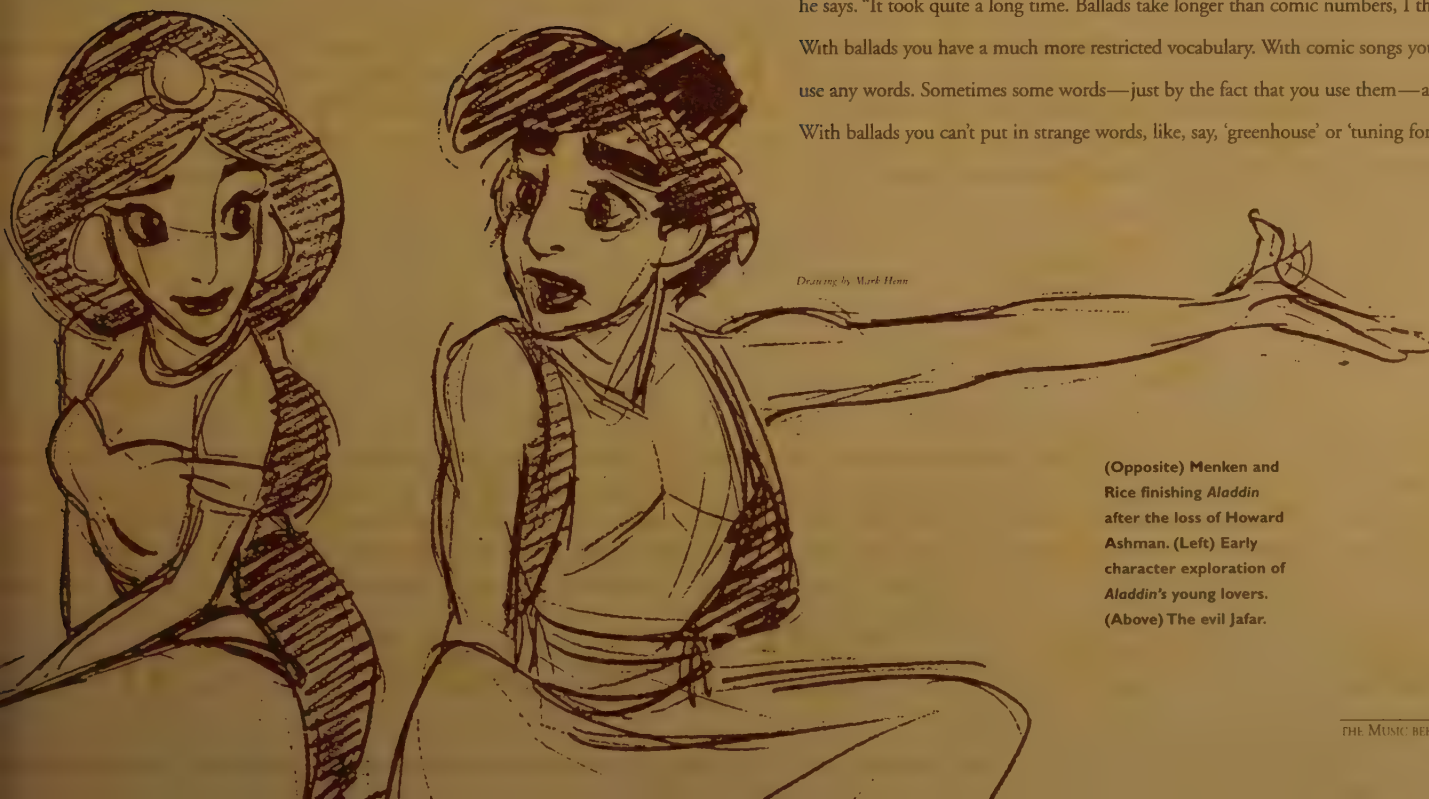
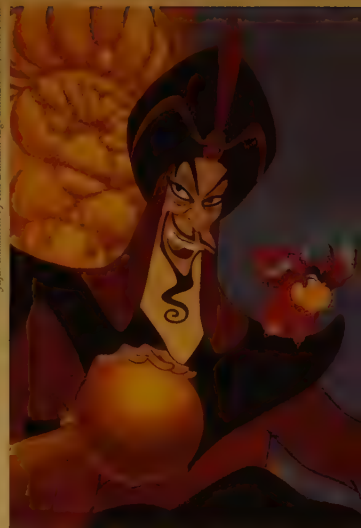
—Tim Rice

Many of the *Aladdin* story changes didn't come until after Ashman's death, so when Menken started working with Tim Rice, writing a ballad that fit the new direction of the film was perhaps the top priority.

"I gave Tim the music to a song that I had tentatively titled 'The World at Your Feet,'" he says. "And Tim said, 'How about making it 'A Whole New World'?' So I adjusted the music and went over to his house in London, basically camped out at the house during the days and he was downstairs with his PC, and very shortly it was written."

Rice doesn't recall it being that easy. "It was obviously a great tune from the word 'go,' so I wanted to make sure I could come out with the words that would match the tune," he says. "It took quite a long time. Ballads take longer than comic numbers, I think. With ballads you have a much more restricted vocabulary. With comic songs you can use any words. Sometimes some words—just by the fact that you use them—are funny. With ballads you can't put in strange words, like, say, 'greenhouse' or 'tuning fork.'"

Jafar animation by Ken Duncan. Logo animation by Walt Disney



Drawing by Mark Henn

(Opposite) Menken and Rice finishing *Aladdin* after the loss of Howard Ashman. (Left) Early character exploration of *Aladdin*'s young lovers. (Above) The evil Jafar.

"With Tim we would basically

pick a song moment,

choose who would sing it,

and give it a dummy title

or even a real title."

—Alan Menken

With Rice there was less of the two-guys-around-a-piano kind of spontaneity that there was with Ashman. In fact, much of the collaboration between Menken and Rice took place by overnight express and fax, with the composer in New York and the lyricist in London.

Still, Rice's arrival marked, by all accounts, a graceful transition at what could have been a very difficult juncture. Ashman's forceful personality and dynamic vision were stamped so deeply, not only on the projects but on the people working on them, that even a writer of Rice's stature felt the need to tread a bit lightly.

"Obviously, I was attempting to follow in the footsteps of somebody who was outstanding at his job," Rice says. "But stylistically we weren't a million miles apart. Some of Howard's humorous work on *Mermaid* and *Beauty* was not really that far from what I'd done in *Joseph and the Amazing Technicolor Dreamcoat*."

"My initial interest in Tim was simply to meet him," Menken says. "Because of all the terrific projects he was involved in, I just wanted to know this man. I had no sense of if he could follow Howard's work, or if he could match it. But I knew that people said that Tim is a bright, affable, nice person, so I said, 'Let's give it a try.' And when I met Tim, sure enough, he agreed to help out any way he could. He's got a lot of grace under pressure."



Menken says that once he met with Rice, any fears of bringing a third voice into the work he'd done with Ashman were alleviated.

Despite his top-notch track record, Rice very much saw his role in this as being adaptable and subservient to the project-in-progress. This, in turn, meant that Menken—who more often than not deferred to Ashman in terms of choices about where songs would go in a story and what their thematic nature would be—had to assume more leadership than he had been accustomed to.

"I think it gave Alan a chance to come to the fore, which was good for him," says Rice. "Alan, as far as I can gather, was rather overawed at times by Howard's dynamic approach to writing and the words. I suspect I'm more laid-back than Howard."

"I basically played the Howard role," says Menken. "I would say, 'How about we take this moment for a song, and here's some music first.' And Tim was very comfortable with that, and I just found that I really enjoyed working with him."

"With Tim we would basically pick a song moment, choose who would sing it, and give it a dummy title or even a real title. I would structure it and basically map out the scene in music. Then Tim would take



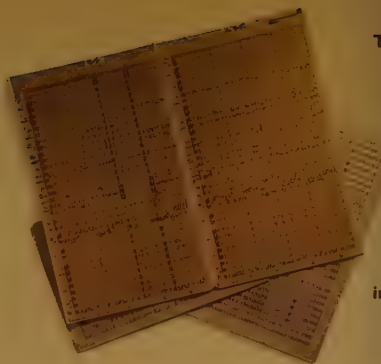
(Above) Tim Rice and Alan Menken supervise a final rehearsal for *Aladdin*. (Above right) Agrabah's palace.

that and put in the lyrics. That's by no means easy for Tim. In fact, in many ways it's a great accomplishment to be able to complete someone else's vision. That's where collaboration is."

Chris Montan, who had by now developed a very close relationship with Menken, says it was remarkable how the composer rose to the occasion.

"I was in London with Tim and Alan and they were going to write the new songs,

and in one evening Alan had the music for 'A Whole New World,' 'One Jump Ahead,' and a third song that was for Jafar called 'My Time Has Come' that was never recorded," Montan says. "And all three were great songs. You can write a bad song in an hour, but to write three great ones in a night! That session with Alan was something I don't think I'll see too often in my lifetime."



(Above) A sample of the full, written orchestrations for a Menken score. Lea Salonga (left) and Brad Kane (below) make Jasmine and Ali sing.

THE SCORE

Alan Menken's work on *The Little*

Mermaid wasn't finished when the songs were completed. He then took on a new challenge: composing the film's instrumental score.

"Howard said, 'You're already writing the music into the songs and the music out of the songs and writing the music within the songs for dialogue and little bits of music for scenes. Why don't you write the score?'" Menken says.

"I basically studied up on how to do it. I wrote out the cues in a very orthodox way. I would take [time] counts and write music to those counts: 'This piece of action will fall on the twenty-third measure at the second beat...' And then I wrote it all out by hand, but I wanted to hear it, so I would play it into the computer, sync it up to the visual, and take a look. I figured that if worse came to worst they could throw out my score and get another."

In hindsight, Alan Menken's fears were unfounded: not only did he surprise and impress Disney with his efforts, but he also won an Oscar for his first film score.



Animation by Mark Henn

"I sit in the theater now seeing

Beauty and the Beast and

seeing 'Human Again' coming

to life," says Menken. "And I'm

thinking, 'My God! Two and a

half years after his death and

his career is still ascending.'

That's quite a career."

(Above) Howard Ashman.
(Right) Belle brought the
former Beast true love
before the last rose petal
could fall.

Through the new partnership there was even a chance to resurrect some ideas that originated with Ashman, as the discarded "Babkak, Omar, Aladdin, Kassim" more or less transmuted into "One Jump Ahead."

Says Menken, "The directors said, 'Remember that song we can't use because it's a buddy song? But can we have something like that?' And so we gave them something like that."

Of course, just as Ashman's death brought a radical change to the dynamics of these creations, so did his illness.

"We had fun writing *Mermaid*, and we had fun writing the *Aladdin* material," Menken says. "It was with *Beauty* that it began to get very difficult because there were undercurrents going on that I wasn't aware of. We'd be working at my studio on a demo of a song, and a process that should have been basically pretty enjoyable was hell. He was just so overwrought—'Will they like my material? How will it come out?'—and it was very clear that he was trying to put out of his mind the time bomb that was ticking within him."



Menken didn't actually know about his partner's illness until just days after they had been awarded their Oscars® for *Mermaid*. The night of the Academy Awards® show, Ashman told Menken there was something they needed to talk about after they got back to New York.

"I guess it was on Wednesday that week," Menken recalls. "I went over to his house for a work session on *Beauty*, and he said, 'Come in,' and he closed the door and I said, 'What?' And he said, 'Well, you know, I'm sick. I'm HIV positive.'"

Menken was stunned, but almost too familiar with the situation, having already lost many friends and colleagues to AIDS.

"We spent much of the day talking about it, but then we went to work. I said, 'Well, we'll just keep on going.'"

Menken says he honestly can't remember what song they worked on that day—"I think I blanked that out"—but it was clear that the physical and emotional aspect of working with Ashman was to change radically.

"On the last few songs Howard wrote for *Aladdin* he couldn't work at the computer," Lauch says. "He had to write with pencil and paper, which he hadn't done in years. His eyesight and voice were going, and he couldn't sit up for very long. 'Prince Ali' is one of his very best works, and I find it particularly inspiring because of the challenge involved at that point for him to work at all."





Sequence drawings showing the deterioration of the magic rose by Brian McEntee.

what do you think?" And everything at the studio would have to go completely dead and quiet, and he would answer in a whisper and make his comments. Even some funny ones. Paige O'Hara was doing the lyric '...new, and a bit alarming,' and he'd say in a whisper, 'Alarming isn't right. Tell her she's *Streisand*.' She picked up on the irony that Howard had in mind on that phrase, and so she sang it more like 'a-LAHR-ming.'

Inevitably, there have been attempts to relate aspects of *Beauty* to Ashman's condition. The story of a prince transformed by a spell into a seemingly unlovable monster readily lends itself to interpretation as an AIDS metaphor. Even network news

anchor Dan Rather was moved to write a "guest commentary" in national newspapers making the link.

"Anyone's interpretation is valid," Lauch says. "But to say this is what the creators of an artwork intended is something different. Howard was never so self-involved or mundane as to put his own plight into this story.... Though some lyrics in the 'Mob Song' have added meaning when taken from the perspective of being HIV positive and dealing with a hostile mob mentality."

Given the associated circumstances, it's hard not to read things into such dramatic lines:

*We don't like what we don't understand
In fact, it scares us
And this monster is mysterious at least*

However it might be interpreted, the transformation of *Beauty* into a Broadway musical itself serves to cement the artistic legacy it represents, as well as further integrate what ultimately became a three-man partnership. Not only does the stage show include several new songs written in 1993 by Menken and Rice, but it provided a home for the ambitious Ashman-Menken

song "Human Again," which never found room in the animated film.

"I sit in the theater now seeing *Beauty and the Beast* and seeing 'Human Again' coming to life," says Menken. "And I'm thinking, 'My God! Two and a half years after his death and his career is still ascending.' That's quite a career."

Just as generations have done with "Whistle While You Work" and "Zip-A-Dee-Do-Doo-Dah," children will grow up with the songs of Howard Ashman, Alan Menken, and Tim Rice, and pass them on to their children, who will themselves later pass them on. What more can you ask for?



Hen Baker

The Little Mermaid

song notes:

SONG-BY-SONG NOTES

by Alan Menken

In this boxed set collection, we use various terms to describe each title:

"Work Tape" refers to a recording made for writing purposes only. Generally, we would set up a portable cassette recorder on the piano where we worked, and use the tape for reference only. Often a tape would pick up conversations, mistakes, spur-of-the-moment ideas, and anything else that might be going on in the room in which we worked. *These tapes were never intended for public hearing.*

"Demo" means a recording used to demonstrate a song and/or arrangement. They were usually recorded with synthesizers. Most of the time, Howard and I would sing and act all the characters' lines, both sung and spoken. In some instances, we would bring in chorus vocalists to perform vocal arrangements along with our performances. In some of our last work, we occasionally used the voice of an actor cast in a particular role to demo a song.

"Unreleased Master" is a fully produced song or score cue that wasn't used in the finished product.

"Final" is the term we use for material that made it into the film and/or CD/audio cassette recording.

"Single" is the...single.

THE LITTLE MERMAID

FATHOMS BELOW, MAIN TITLES (Demo) – In our original conception, this song set up the entire world and mythology of the merpeople. Howard played the grizzled, old sailor and the slightly world-weary Grimsby. I played the naïve and overly enthusiastic Prince Eric. Typecasting.

Our demos generally functioned as blueprints for the final production. This demo is actually an exception in that it changed in form and substance.

FATHOMS BELOW, MAIN TITLES (Final) – Cut down to one verse and one chorus with a scene sandwiched in. Love Robbie Merkin's arrangement of the music leading into the song.

FANFARE (Final) – As is often the case with the simplest assignments, I tried numerous versions of this fanfare before settling on the most basic form. As in much of *Mermaid*, we aimed to emulate the old Disney classics.



Fathoms Below, Main Titles™ (demo)

*Lead vocals: Howard Ashman and Alan Menken
Music by Alan Menken
Lyrics by Howard Ashman*

Heave-ho. Heave-ho
(repeat)

I'll tell you a tale of the bottomless blue
And it's hey to the starboard, heave-ho
Brave sailor beware, for a big'un's a-brewin'
Mysterious fathoms below

Heave-ho. Heave-ho

I'll sing you a song of the king of the sea
And it's hey to the starboard, heave-ho
The ruler of all of the oceans is he
In mysterious fathoms below

Fathoms below, below
From whence wayward westerlies blow
Where Triton is king and his merpeople sing
In mysterious fathoms below

Heave-ho. Heave-ho
(Repeat)

I'll tell you a tale of the bottomless blue
And it's hey to the starboard, heave-ho
Look out, lad, a mermaid be waiting for you
In mysterious fathoms below

The king of the ocean is angry
So trouble's a-brewin' out there
I'm tellin' you, lad, when King Triton is mad
How the waves'll buck, rock to and fro
Hold on, good luck, as down you go
For Triton is king of the bottomless blue
And it's hey to the starboard, heave-ho
Beware of the magic his merpeople do
In mysterious fathoms below

Heave-ho. Heave-ho
(repeat)



Animation by Rob Minkoff.

Fathoms Below, Main Titles™ (final)

*Music by Alan Menken
Lyrics by Howard Ashman*

Ship's Chorus

I'll tell you a tale of the bottomless blue
And it's hey to the starboard, heave-ho
Look out, lad, a mermaid be waiting for you
In mysterious fathoms below
Fathoms below, below
From whence wayward westerlies blow
Where Triton is king and his merpeople sing
In mysterious fathoms below
Heave-ho. Heave-ho

Heave-ho. Heave-ho. Heave-ho
In mysterious fathoms below

Daughters of Triton™ (final)

*Music by Alan Menken
Lyrics by Howard Ashman*

Daughters of Triton

Ah, we are the daughters of Triton
Great father who loves us and named us well
Aquata, Andrina, Arista, Atina, Adella, Allana
And then there is the youngest in her musical debut
Our seventh little sister, we're presenting her to you
To sing a song Sebastian wrote
Her voice is like a bell
She's our sister, Ari

Part of Your World™ (demo and final)

Demo lead vocal: Alan Menken
Final lead vocal: Jodi Benson
Music by Alan Menken
Lyrics by Howard Ashman

Ariel

Look at this stuff. Isn't it neat?
Wouldn't you think my collection's complete?
Wouldn't you think I'm the girl
The girl who has ev'rything?

Look at this trove, treasures untold
How many wonders can one cavern hold?
Looking around here, you'd think
Sure, she's got ev'rything

I've got gadgets and gizmos a-plenty
I've got who's-its and what's-its galore
You want thing-a-mabobs? I've got twenty
But who cares? No big deal. I want more

I wanna be where the people are
I wanna see, wanna see 'em dancin'
Walkin' around on those
Whaddya call 'em? Oh, feet

Flippin' your fins, you don't get too far
Legs are required for jumpin', dancin'
Scrollin' along down the
What's that word again? Street

Up where they walk, up where they run
Up where they stay all day in the sun
Wanderin' free, wish I could be
Part of that world

What would I give if I could live
Outta these waters?
What would I pay to spend a day
Warm on the sand?

Bercha on land they understand
Bet they don't reprimand their daughters
Bright young women, sick of swimmin'
Ready to stand

And ready to know what the people know
Ask 'em my questions and get some answers
What's a fire?—and why does it
What's the word? Burn

When's it my turn?
Wouldn't I love, love to explore
That shore up above, out of the sea
Wish I could be part of that world

Animation by
Dave Stephens

Under the Sea™ (demo)

Lead vocal: Howard Ashman
Music by Alan Menken
Lyrics by Howard Ashman

The seaweed is always greener
In somebody else's lake
You dream about goin' up there
But that is a big mistake

Just look at the world around you
Right here on the ocean floor
Such wonderful things surround you
What more is you lookin' for

Under the sea, under the sea

Darlin' it's better down where it's
wetter. Take it from me
Up on the shore they work all day
Out in the sun they slave away
While we devotin' full time to floatin'
under the sea

Down here all the fish is happy
As off through the waves they roll
The fish on the land ain't happy
They sad 'cause they in the bowl

But fish in the bowl is lucky
They in for a worse fate
One day when the boss get hungry
Guess who gon' be on the plate

Under the sea, under the sea

Nobody beat us, fry us, and eat us
in fricassee
We what the land folks loves
to cook
Under the sea we off the hook
We got no troubles, life is
the bubbles

Under the sea, under the sea

Since life is sweet here
We got the beat here
naturally
Even the sturgeon
and the ray
They get the urge 'n'
start to play
We got the spirit,
you got to hear it
under the sea

The newt play the flute
The carp play the harp
The plaice play the bass
And they soundin' sharp
The bass play the brass
The chub play the tub
The fluke is the duke of soul
The ray he can play
The lings on the strings
The trout rockin' out
The blackfish, she sings
The smelt and the sprat,
they know where it's at
And oh, that blowfish blow

What do they got—a lot of sand
We got a hot crustacean band
Each little clam here know how to jam here
Under the sea

Early character design
by Glen Keane



song notes:

DAUGHTERS OF TRITON (Final) – Howard had fun with the names of the daughters. My name and the name of an outrageous rock musical I wrote in 1981 (*Atna: Evil Queen of the Galaxy*) were incorporated.

PART OF YOUR WORLD (Work Tape) – An early, longer sketch of the song. Howard and I were just beginning our process of “routining” the song structure. The lyrics are hard to make out but well worth the effort.

PART OF YOUR WORLD (Demo) – My take on Ariel’s character. Howard was directing me as I sang. He wanted to hear her audibly brighten after “What’s that word again!” Listen for his finger snap before “Street!”

PART OF YOUR WORLD (Final) – Jodi Benson brought her beautiful voice and generous spirit to the difficult assignment of recreating the traditional Disney heroine with a truly contemporary sensibility. She makes it seem easy. What a joy!

FIREWORKS (Final) – One of the few chances I had in *The Little Mermaid* to compose what could pass as “live-action” film scoring.

JIG (Final) – A lighthearted moment on board ship when Ariel first sees Eric. Ah, love.

UNDER THE SEA (Work Tape) – I still remember Howard and I working at my farm in Pennsylvania. The goal was a Caribbean-flavored “charm song” for Sebastian. He had the title and the basic content. The challenge was the musical feel. Howard pushed me like crazy, and we finally found it. We rediscovered calypso.

UNDER THE SEA (Demo) – Talk about blueprint: Howard was Sebastian! Getting the arrangement just right took some time and effort. Thank God for my old drum machine!

UNDER THE SEA (Final) – We recorded Broadway veteran Samuel E. Wright to our demo track transposed into the appropriate key for his voice. As on all the songs, Robbie beautifully enhanced the arrangement for the demo. A year and a half later, we wiped off the synthesizers and replaced them with a real orchestra playing the same arrangement. And, as on all the other songs, Tom Pasatieri’s colorful orchestration brought the demo to life.

SEBASTIAN AND TRITON (Final) – This was recorded at a scoring session especially designed to determine if I could cut it as the composer of the underscore. It was pretty terrifying for me, but with this selection I began to have some fun. Note the music imitating Triton’s intonation when he says, “Se-BAS-tian.”

PART OF YOUR WORLD, REPRISE (Demo) – This song moment evolved a good deal further after this demo, but hearing Howard’s first impulses really brought *Mermaid* to life for me.

THE STORM (Final) – This was my first opportunity to compose action-adventure music. There’s much I would do differently now, but, boy, did I ever work on this cue. I gave [directors] John Musker and Ron Clements countless demos and learned, for one thing, that no synthesizer demo can ever replace an orchestra.

Under the Sea™ (final)

Lead vocal: Samuel E. Wright
Music by Alan Menken
Lyrics by Howard Ashman

Sebastian

The seaweed is always greener
In somebody else’s lake
You dream about going up there
But that is a big mistake

Just look at the world around you
Right here on the ocean floor
Such wonderful things surround you
What more is you lookin’ for?

Chorus

*Under the sea, under the sea
Darlin’ it’s better down where it’s wetter. Take it
from me
Up on the shore they work all day
Out in the sun they slave away
While we devoirin’ full time to floatin’ under the sea*

Down here all the fish is happy
As off through the waves they roll
The fish on the land ain’t happy
They sad ‘cause they in the bowl

But fish in the bowl is lucky
They in for a worsen fate
One day when the boss get hungry
Guess who gon’ be on the plate

Chorus

*Under the sea, under the sea
Nobody beat us, fry us, and eat us in fricassee
We what the land folks loves to cook
Under the sea we off the hook
We got no troubles, life is the bubbles*

*Under the sea, under the sea
Since life is sweet here
We got the beat here naturally*

*Even the sturgeon and the ray
They get the urge ‘n’ start to play
We got the spirit, you got to hear it under the sea*

The newt play the flute
The carp play the harp
The plaice play the bass
And they soundin’ sharp
The bass play the brass
The chub play the tub
The fluke is the duke of soul
The ray he can play
The lings on the strings
The trout rockin’ out
The blackfish, she sings
The smelt and the sprat, they know
where it’s at
And oh, that blowfish blow

Chorus

*Under the sea, under the sea
When the sardine begin the beguine
It’s music to me
What do they got, a lot of sand
We got a hot crustacean band*

*Each little clam here
Know how to jam here under the sea
Each little slug here
Cuttin’ a rug here under the sea*

*Each little snail here
Know how to wail here
That’s why it’s better under the water
Ya, we in luck here, down in the muck here
under the sea*

Part of Your World, Reprise™ (demo)

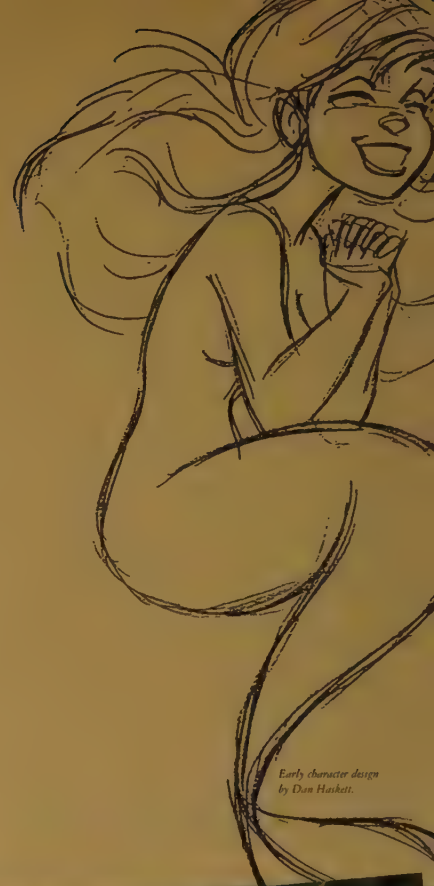
Lead vocal: Alan Menken
Music by Alan Menken
Lyrics by Howard Ashman

What would I give
to live where you are?
What would I pay
to stay here beside you?
What would I do
to see you smiling at me?

Now there’s a dream,
now there’s a goal
Now there’s a need
I’ll never control
I won’t get free till I can be
Part of your world

What would I give
If I could live
Outta these waters?
What would I pay
To spend a day
Holding your hand?

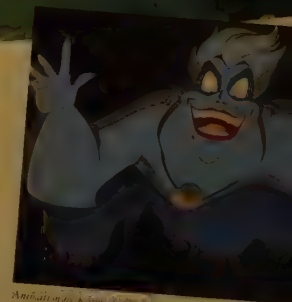
I’d give my life,
I’d sell my soul
‘Cause I can feel
I’ll never be whole
But I can see I’ll never be
Part of your world



Early character design
by Dan Haskett.



Animation by Jorgen Klubien.



Ariel’s music adapter, Jodi Benson.

Part of Your World, Reprise™ (final)

Lead vocal: Jodi Benson
Music by Alan Menken
Lyrics by Howard Ashman

Ariel

What would I give to live where you are?
What would I pay to stay here beside you?
What would I do to see you smiling at me?

Where would we walk? Where would we run
If we could stay all day in the sun?
Just you and me, and I could be part of
your world

I don't know when, I don't know how
But I know something's starting right now
Watch and you'll see, someday I'll be part of
your world

Silence Is Golden® (demo)

Lead vocal: Alan Menken
Music by Alan Menken
Lyrics by Howard Ashman

You won't sing, you won't speak
Not a word, not a squeak
Not a peep, not a squeal
That's the price, love, that's the deal

But silence, silence is golden, my dear
Up above they hate chatter
So what does it matter
If you become mute—nobody likes a
loudmouth!

I mean it
Silence, silence is golden, my dear
Don't you think you should try it?
They'll say, "She's so quiet, so shy, and
so cute"

Well, take it or leave it, that's all, that's
the bargain
Go on take a strand, make a choice
Remember, you'll get the legs and the lungs
and the prince
All I get is the voice

And you'll be silent, but silence is golden,
sign here
There's no choice for you since you're in love
with a prince
But relax I've been told
Silence is gold

Beluga, sevruga, come winds of the
Caspian sea
Laryngitis, glacydis, ad max [unintelligible]
la voce to me

Now here it goes
Ankles and toes
Almost complete
Legs and feet
Enjoy it, deploy it, this form
Yours to keep
There, I've done it, you're human, good luck
And breathe deep, dear

Silence is golden

Poor Unfortunate Souls™ (demo)

Lead vocal: Howard Ashman
Music by Alan Menken
Lyrics by Howard Ashman

I admit that in the past
I've been a nasty
They weren't kidding when they called me
Well, a witch

But you'll find that nowadays
I've mended all my ways
Repented, seen the light
And made a switch

And I fortunately know a little magic
It's a talent that I always have possessed
And here lately, please don't laugh
I use it on behalf of the miserable, lonely, and
depressed — pathetic!

Poor unfortunate souls in pain, in need
This one longing to be thinner
That one wants to get the girl
Do I help them? Yes, indeed!

Those poor unfortunate souls
So sad, so true
They come flocking to my cauldron
Crying spells, Ursula, please!

And I help them?
Yes, I do

Now it's happened once or twice
That someone couldn't pay the price
And I'm afraid I've had to rake 'em 'cross
the coals

Yes, I've had the odd complaint
But on the whole I've been a saint
To those poor unfortunate souls

C'mon, I know you need a little magic
And magic is my specialty du jour
Don't just stand there looking sick
Would I kid you? Play a trick?

Like I told you
I don't do that anymore

So I think you ought to take my little bargain
Yes, I think you ought to make my little deal
Sure it's hard to leave your life, but you could
be a prince's wife
Why don't you let me take that dream and
make it real?

Come on, you poor unfortunate soul
Poor child! Poor fish!
Aren't you glad you brought your problem
To a lady you can trust?
Won't you let me grant your wish?

You poor unfortunate soul
Poor sweet! Poor dear!
Aren't you lucky that I'm ready
With a potion and a plan?

Aren't you glad you came and asked
If I could help you? And I can
When a mermaid comes to Ursula
She always gets her man
You poor unfortunate soul

The men up there don't like a lot of blabber
They think a girl who gossips is a bore
Yes, on land it's much preferred
For ladies not to say a word
And after all, dear
What is idle prattle for?

Come on, they're not all that impressed
with conversation
True gentlemen avoid it when they can
But they dote and swoon and fawn
On a lady who's withdrawn
It's she who holds her tongue who gets
her man

You, you, you poor unfortunate soul
Go ahead, make your choice
I'm a very busy woman
And I haven't got all day
It won't cost much, just your voice

You poor unfortunate soul
It's sad, but true
If you want to cross a bridge, my sweet
You've got to pay the toll

Take a gulp and take a breath
And go ahead and sign the scroll
Flotsam, Jetsam—now I've got her, boys
The boss is on a roll

This poor unfortunate soul



Early character design
by Robert Aquino

song notes:

PART OF YOUR WORLD, REPRISE (Final) – The calm after the storm. One of my favorite moments occurs when Ariel sings, “Watch and you’ll see / Someday I’ll be / Part of your world.”

SILENCE IS GOLDEN (Demo) – I had completely forgotten about this early version of Ursula’s song until Howard’s companion, Bill Lauch, found this work tape. A bit of what became “Poor Unfortunate Souls” is in here.

POOR UNFORTUNATE SOULS (Demo) – Now here’s the prototype for Ursula. Howard’s ability to give characters life through his voice is unequaled in my experience.

POOR UNFORTUNATE SOULS (Final) – Pat Carroll was a trouper, recording to a piano track, which we then replaced with a demo track, which we later replaced with an orchestra. The process was very useful and successful for the animators. There are easier ways...

LES POISSONS (Demo) – This was one of those songs where I always assumed I would replace the music with something more sophisticated. But, somehow, this silly melody and simple chord pattern worked for this scene. We did know, however, that the chase music had to go.

LES POISSONS (Final) – It was so simple and so much fun. It just feels “Disney.” Once again you hear so much of Howard’s intention realized in the finished product by Rene Auberjonois. The humming at the beginning is Rene improvising an impromptu Ashman lyric – “Nouvelle cuisine / Champs Elysee / Maurice Chevalier.”

TOUR OF THE KINGDOM (Final) – A rare instance of extended musical composition in *Mermaid*. I love Jerry Hey’s piccolo trumpet part.

KISS THE GIRL (Demo and Final) – Here is an example of demo and final being seamlessly the same. I cross-fade from the demo to the final after the first chorus. It’s not that easy to tell where it happens.

Howard and I were particularly proud of this song because we thought we had achieved the illusive “lifiable” song. Unfortunately, nothing from *The Little Mermaid* has had a life on the pop charts...but there’s still time.

BEDTIME (Final) – This gentle theme was always one of Howard’s favorites. It occurs in a minor key at the top of “The Storm.”

WEDDING ANNOUNCEMENT (Final) – Scoring for animation can allow a composer to work in bold, primary musical colors and be very broadly dramatic.

ERIC TO THE RESCUE (Final) – For a year I dreaded scoring the last ten minutes of the film. When the time came, it wasn’t too bad at all. Pieces like this are divided into numerous bite-sized chunks called cues.

PART OF YOUR WORLD / HAPPY ENDING (Work Tape and Final) – Howard and I envisioned a second reprise of “Part of Your World.” This work tape was an attempt. We did succeed in reprising it with the famous Disney chorus at the very end of the picture.

Poor Unfortunate Souls™ (final)

*Lead vocal: Pat Carroll
Music by Alan Menken
Lyrics by Howard Ashman*

Ursula

I admit that in the past
I’ve been a nasty
They weren’t kidding when they called me
Well, a witch

But you’ll find that nowadays
I’ve mended all my ways
Repented, seen the light
And made a switch

And I fortunately know a little magic
It’s a talent that I always have possessed
And here lately, please don’t laugh
I use it on behalf of the miserable, lonely, and
depressed—pathetic!

Poor unfortunate souls in pain, in need
This one longing to be thinner
That one wants to get the girl
And do I help them? Yes, indeed!

Those poor unfortunate souls
So sad, so true
They come flocking to my cauldron
Crying spells, Ursula, please!

And I help them?
Yes, I do

Now it’s happened once or twice
Someone couldn’t pay the price
And I’m afraid I had to rake ‘em ‘cross
the coals

Yes, I’ve had the odd complaint
But on the whole I’ve been a saint
To those poor unfortunate souls



Animation by Sharon Keller

Les Poissons™ (demo)

*Lead vocal: Howard Ashman
Music by Alan Menken
Lyrics by Howard Ashman*

Les poissons, les poissons
How I love les poissons
Love to chop
And to serve little fish

First I cut off their heads
Then I pull out their bones
Ah, mais oui, ça c’est toujours delish

Les poissons, les poissons
Hee-hee-hee, haw-haw-haw
With the cleaver I hack them in two

I pull out what’s inside
And I serve it up fried
God, I love little fishes, don’t you?

Here’s something for tempting the palate
Prepared in the classic technique
First you pound the fish flat with a mallet

Then you slash through the skin
Give the belly a slice, then you rub some
salt in
‘Cause that makes it taste nice

Ah, the crab!
I’ll give you a demonstration
Of my special preparation

First you nab the crab
Then you grab the crab
Then you stab the crab!

The men up there don’t like a lot of blabber
They think a girl who gossips is a bore
Yes, on land it’s much preferred
For ladies not to say a word

And after all, dear
What is idle prattle for?

They’re not all that impressed with
conversation
True gentlemen avoid it when they can
But they dote and swoon and fawn on a lady
who’s withdrawn
It’s she who holds her tongue who gets
her man

Come on, you poor unfortunate soul
Go ahead! Make your choice
I’m a very busy woman and I haven’t got
all day
It won’t cost much, just your voice

You poor unfortunate soul
It’s sad, but true
If you want to cross a bridge, my sweet
You’ve got to pay the toll

Take a gulp and take a breath
And go ahead and sign the scroll
Florsam, Jetsam—now I’ve
got her, boys
The boss is on a roll
This poor unfortunate soul

Beluga, sevruga, come winds of
the Caspian sea
Larynxes, glacydis, ad max
laryngitis la voce to me



*Animation by
Duncan Marjoribanks*

Les Poissons" (final)

Lead vocal: Rene Auberjonois
Main: by Alan Menken
Lyrics: by Howard Ashman

Lyrics

Les poissons, les poissons
 How I love les poissons
 Love to chop
 And to serve little fish

First I cut off their heads
 Then I pull out their bones
 Ah, mais oui, ca c'est toujours delish

Les poissons, les poissons
 hee-hee-hee, haw-haw-haw
 With the cleaver I hack them in two

I pull out what's inside
 And I serve it up fried
 God, I love little fishes, don't you?

Here's something for tempting the palate
 Prepared in the classic technique
 First you pound the fish flat with a mallet

Then you slash through the skin
 Give the belly a slice, then you rub some
 salt in
 'Cause that makes it taste nice

Sacre bleu! What is this?
 How on earth could I miss
 Such a sweet little succulent crab

Quel dommage. What a loss
 Here we go in the sauce
 Now some flour—I think, just a dab

Now I stuff you with bread
 It don't hurt 'cause you're dead
 And you're certainly lucky you are

'Cause it's gonna be hot
 In my big silver pot
 Tootle-loo, mon poisson, au revoir!

Kiss the Girl" (demo and final)

Demo lead vocal: Howard Ashman
Final lead vocal: Samuel E. Wright
Main: by Alan Menken
Lyrics: by Howard Ashman

Sebastian

There you see her
 Sitting there across the way
 She don't got a lot to say
 But there's something about her

And you don't know why
 But you're dying to try
 You wanna kiss the girl

Yes, you want her
 Look at her, you know you do
 Possible she wants you to
 There is one way to ask her

It don't take a word
 Not a single word
 Go on and kiss the girl

Sha la la la la, my oh my
 Look like the boy too shy
 Ain't gonna kiss the girl

Sha la la la la, ain't that sad
 Ain't it a shame, too bad
 He gonna miss the girl

Now's your moment
 Floating in a blue lagoon
 Boy, you better do it soon
 No time will be better

She don't say a word
 And she won't say a word
 Until you kiss the girl

Sha la la la la, don't be scared
 You got the mood prepared
 Go on and kiss the girl

Sha la la la la, don't stop now
 Don't try to hide it
 How you wanna kiss the girl

Sha la la la la, float along
 And listen to the song
 The song say kiss the girl

Sha la la la la, the music play
 Do what the music say
 You gotta kiss the girl

You've gotta kiss the girl
 You wanna kiss the girl
 You've gotta kiss the girl
 Go on and kiss the girl



Animation by Dave Parson



Animation by
 Dave Parson

Beauty and the Beast

Belle' (demo and final)

Demo lead vocal: Alan Menken
Final lead vocal: Paige O'Hara
Music by: Alan Menken
Lyrics by: Howard Ashman

Belle
 Little town, it's a quiet village
 Every day like the one before
 Little town full of little people
 Waking up to say...

Townfolk
 Bonjour!
 Bonjour!
 Bonjour!
 Bonjour!

Belle
 There goes the baker with his tray, like always
 The same old bread and rolls to sell
 Every morning just the same
 Since the morning that we came
 To this poor provincial town

Townfolk
 Good morning, Belle

Look, there she goes
 The girl is strange, no question
 Dazed and distracted, can't you tell?
 Never part of any crowd
 'Cause her head's up on some cloud
 No denying she's a funny girl, that Belle

Man I
 Bonjour

Woman I
 Good day

Man I
 How is your family?

Woman II
 Bonjour

Man II
 Good day

Woman II
 How is your wife?

Woman III
 I need...six eggs

Man III
 That's too expensive!

Belle
 There must be more than this provincial life!

Townfolk
 Look, there she goes—the girl is so peculiar
 I wonder if she's feeling well
 With a dreamy, far-off look
 And her nose stuck in a book
 What a puzzle to the rest of us is Belle

Belle
 Oh...isn't this amazing?
 It's my favorite part because...you'll see
 Here's where she meets Prince Charming
 But she won't discover that it's him
 Till Chapter Three

Woman
 Now it's no wonder that her name
 means "beauty"
 Her looks have got no parallel

Shopkeeper
 But behind that fair facade
 I'm afraid she's rather odd
 Very different from the rest of us

Townfolk
 She's nothing like the rest of us
 Yes, different from the rest of us is Belle

Gaston
 Right from the moment when I met her,
 saw her
 I said she's gorgeous and I fell
 Here in town there's only she
 Who is beautiful as me
 So I'm making plans to woo and marry Belle

Silly Girls
 Look, there he goes!
 Isn't he dreamy?
 Monsieur Gaston!
 Oh, he's so cute!
 Be still my heart!
 I'm hardly breathing!
 He's such a tall, dark, strong,
 and handsome brute!

Man I
 Bonjour!

Gaston
 Pardon

Man II
 Good day

Man III
 Mais oui!

Matron
 You call this bacon?

Woman I
 What lovely grapes!

Man IV
 Some cheese...

Woman II
 ...ten yards!

Man IV
 ...one pound

Gaston
 'Scuse me!

Cheese Merchant
 I'll get the knife

Evanson
 Please let me through!

Woman I
 This bread...

Man V
 Those fish...

Woman I
 ...it's stale

Man V
 ...they smell!

Booker
 Madame's mistaken!

Belle
 There must be more than this provincial life!

Gaston
 Just watch...I'm going to make Belle my wife!

Townfolk
 Look, there she goes...a girl who's strange but
 special
 A most peculiar mademoiselle
 It's a pity and a sin
 She doesn't quite fit in
 'Cause she really is a funny girl
 A beauty but a funny girl
 She really is a funny girl...that Belle!

song notes:

BEAUTY AND THE BEAST

BELLE (Demo/Final) — When Howard and I finished our first demo of "Belle," we were sure our colleagues at Disney would laugh and send it back with regrets. Instead, they loved it! Their reaction both surprised and encouraged us to continue setting an ambitious tone for the project.

With *Beauty* I called on my music team of Danny Troob (orchestrator) and David Friedman (conductor/vocal arranger.) They were new to Disney and Hollywood. In a way this first song (which was recorded first) was a test for them. They passed with flying colors!

PROLOGUE (Final) — It's nice to have this music heard minus narration (no offense to David Ogden Stiers.) With the help of Danny's brilliant orchestration, I composed a piece of music that sought to capture an appropriately French Impressionist sensibility.

BELLE, REPRISE (Demo/Final) — Howard as Belle; me as the clucking chicken and the neighing horse. Typecasting!

BELLE, REPRISE (Final) — Our Julie Andrews-on-a-mountaintop-in-Bavaria moment.

WOLF ATTACK (Unreleased Master) — An example of a scoring choice that was replaced. I saw the gorgeous scenery and Maurice riding off and thought of something Mahleresque. Apparently, others didn't. The feeling was that the opening theme was too cartoony. I totally understood what they meant and rewrote it using Maurice's theme.

GASTON (Demo) — The first time I sat down to set Howard's lyric on this song, I couldn't stop laughing. From conception to execution, his work knocked me out. Howard as Gaston; me as LeFou...



Animation by Robert Aquino and Lorna Cook.

Animation by James Baxter.

Animation by
Dwayne Kresh

Gaston* (demo)

Lead vocal: Howard Ashman
Music by Alan Menken
Lyrics by Howard Ashman

Lefou

Gosh, it disturbs me to see you, Gaston
Looking so down in the dumps
Every guy here'd love to be you, Gaston
Even when taking your lumps
There's no man in town as admired as you
You're everyone's favorite guy
Everyone's awed and inspired by you
And it's not very hard to see why

No one's slick as Gaston
No one's quick as Gaston
No one's neck's as incredibly thick
as Gaston's!
For there's no man in town half as manly
Perfect! A pure paragon
You can ask any Tom, Dick, or Stanley
And they'll tell you whose team
They prefer to be on!

All

No one's been like Gaston
A kingpin like Gaston

Lefou

No one's got a swell cleft in his chin
like Gaston

Gaston

As a specimen, yes, I'm intimidating!

All

My, what a guy, that Gaston
Give five hurrahs! Give twelve hip-hips!

Lefou

Gaston is the best and the rest is all drips!

All

No one fights like Gaston
Douses lights like Gaston
In a wrestling match, nobody bites
like Gaston
For there's no one as burly and brawny

Gaston

As you see, I've got biceps to spare

Lefou

Not a bit of him's scraggly or scrawny

Gaston

That's right! And every last inch of me's
covered with hair

All

No one hits like Gaston
Matches wits like Gaston

Lefou

In a spitting match, nobody spits like Gaston

Gaston

I'm especially good at expectorating! *Prooey!*

All

Ten points for Gaston!

Gaston

When I was a lad I ate four dozen eggs
Every morning to help me get large
And now that I'm grown
I eat five dozen eggs
So I'm roughly the size of a barge

All

Who plays darts like Gaston?
Who breaks hearts like Gaston?
Who's much more than the sum
of his parts?
Why, Gaston!

Gaston

When I hunt, I sneak up with my quiver
And the beasts of the field say a prayer
First I carefully aim for the liver
Then I shoot from behind

Lefou

Is that fair?

Gaston

I don't care!

All

No one shoots like Gaston
Makes those beauts like Gaston

Lefou

Then goes tromping around wearing boots
like Gaston

Gaston

I use antlers in all of my decorating

All

Say it again
Who's a man among men?
And let's say it once more
Who's the hero next door?
Who's a super success?
Don't you know?
Can't you guess?
Ask his fans and five hangers-on
There's just one guy in town who's got all of
it down

Lefou

And his name's G—A—S—T—er—E...
G—A—S—T—E...er...Oh!

GASTON!



Animation by Joe Haidar and Chris Wald

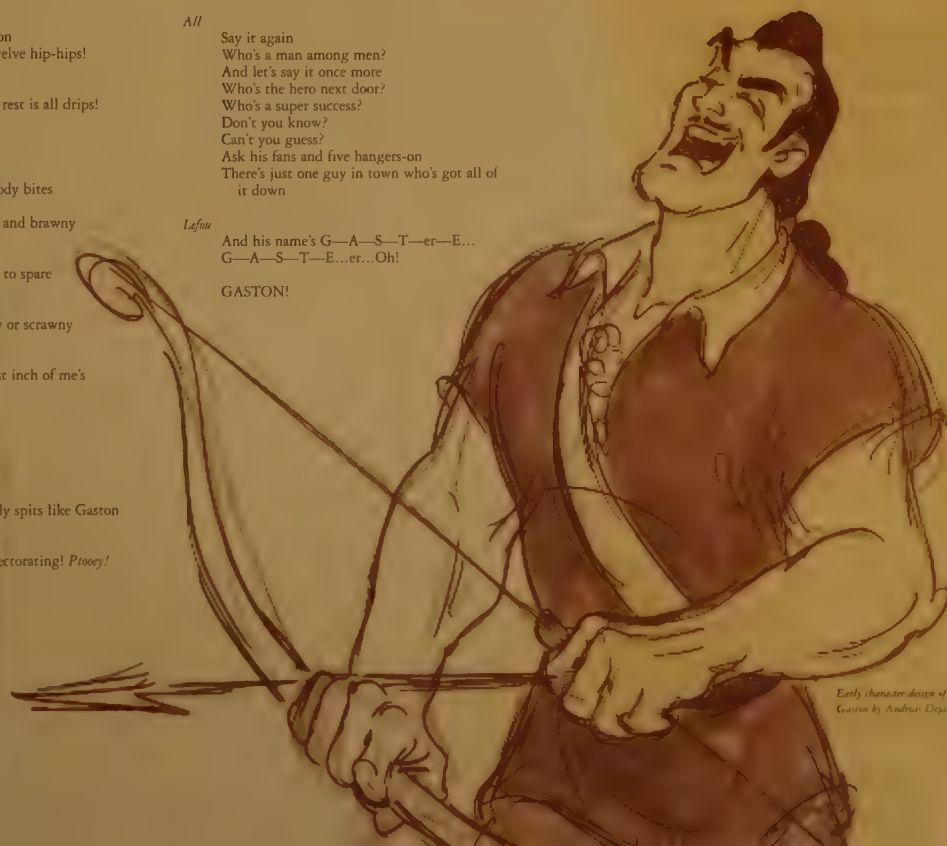
Belle, Reprise* (demo and final)

Demo lead vocal: Howard Ashman
Final lead vocal: Paige O'Hara
Music by Alan Menken
Lyrics by Howard Ashman

Belle

Madame Gaston! Can't you just see it?
Madame Gaston! His little wife
No sir! Not me! I guarantee it
I want much more than this provincial life

I want adventure in the great wide somewhere
I want it more than I can tell
And for once it might be grand
To have someone understand
I want so much more than they've
got planned



Early character design of
Gaston by Andrew Davis

song notes

GASTON (Final) – The tag of the song is shorter in the film, but on this recording I maintained the original longer ending with LeFou attempting to spell G-A-S-T-O-N.

GASTON, REPRISE (Demo) – One of our great joys was working scenes into the body of a song. Gaston whispering into LeFou's ear is a prime example.

BE OUR GUEST (Demo) – On this demo we made a leap forward using synthesizers in an attempt to approximate, but not equal, orchestral colors. Howard's doing his best Chevalier.

Gaston* (final)

Lead vocals: Richard White and Jesse Corti
Music by Alan Menken
Lyrics by Howard Ashman

LeFou

Gosh, it disturbs me to see you, Gaston
Looking so down in the dumps
Every guy here'd love to be you, Gaston
Even when taking your lumps
There's no man in town as admired as you
You're everyone's favorite guy
Everyone's awed and inspired by you
And it's not very hard to see why

No one's slick as Gaston
No one's quick as Gaston
No one's neck's as incredibly thick
as Gaston's!
For there's no man in town half as manly
Perfect! A pure paragon!
You can ask any Tom, Dick, or Stanley
And they'll tell you whose team
They prefer to be on!

All

No one's been like Gaston
A kingpin like Gaston

LeFou

No one's got a swell cleft in his chin
like Gaston!

Gaston

As a specimen, yes, I'm intimidating!

All

My, what a guy, that Gaston!
Give five hurrahs! Give twelve hip-hips!

LeFou

Gaston is the best and the rest is all drips

All

No one fights like Gaston
Douses lights like Gaston

Crowd

In a wrestling match, nobody bites
like Gaston

Girls

For there's no one as burly and brawny

Gaston

As you see, I've got biceps to spare

LeFou

Not a bit of him's scraggly or scrawny

Gaston

That's right! And every last inch of me's
covered with hair!

Crowd

No one hits like Gaston

Townsmen

Matches wits like Gaston

LeFou

In a spitting match, nobody spits like Gaston

Gaston

I'm especially good at expectorating! *Ptozey!*

All

Ten points for Gaston!

Gaston

When I was a lad I ate four dozen eggs
Every morning to help me get large
And now that I'm grown
I eat five dozen eggs
So I'm roughly the size of a barge

All

No one shoots like Gaston
Makes those beaux like Gaston

LeFou

Then goes tromping around wearing boots
like Gaston

Gaston

I use antlers in all of my decorating!

All

Say it again
Who's a man among men?
And then say it once more
Who's the hero next door?
Who's a super success?
Don't you know?
Can't you guess?
Ask his fans and his five hangers-on
There's just one guy in town who's got all of
it down

LeFou

And his name's G—A—S—T...
G—A—S—T—E...
G—A—S—T—O...Oh!

All

Gaston!



Early conceptual design of the Village Girls by Mike Calton

Gaston, Reprise* (demo)

Lead vocals: Howard Ashman and Alan Menken
Music by Alan Menken
Lyrics by Howard Ashman

Gaston

LeFou, I'm afraid I've been thinking
It's a dangerous pastime, I know
But that wacky old coot is Belle's father
And his sanity's only so-so
Now the wheels in my head have been
turning
Since I looked at that loony old man
See, I've promised myself I'll be married
to Belle
And right now I'm evolving a plan

Both

No one plots like Gaston
Takes cheap shots like Gaston

LeFou

Plans to persecute harmless crackpots
like Gaston

Gaston

Yes, I'm endlessly, wildly resourceful

LeFou

As down to the depths you descend

Gaston

I won't even be mildly remorseful
Just as long as I get what I want in the end!

All

Who has brains like Gaston?
Entertains like Gaston?

LeFou

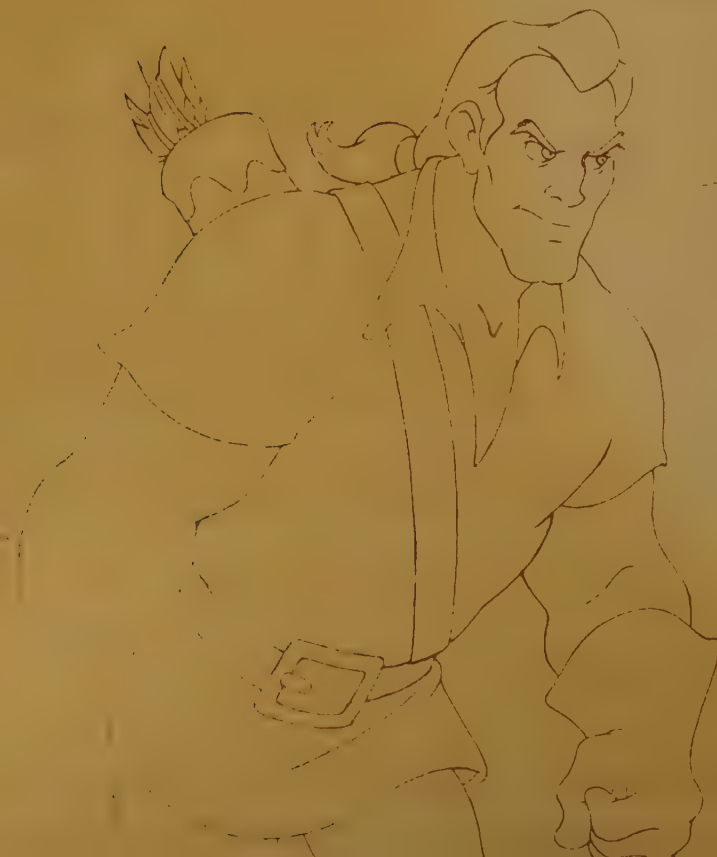
Who can make up these endless refrains
like Gaston?

All

And his marriage we soon'll be celebrating
Say it again
Who's a ten out of ten?
Then let's say it once more
Like we did heretofore
He's a gem, he's an ace
It's all over his face
He's got brains and especially brawn
It's Gaston, Gaston
Gaston!

Gaston

That's me!



Animation men
Chris Burgess

Be Our Guest* (demo)

Lead vocal: Howard Ashman

Music by: Alan Menken

Lyrics by: Howard Ashman

Be our guest, be our guest
Put our service to the test
Tie your napkin round your neck, monsieur
And we'll provide the rest
Soup du jour!
Hot hors d'oeuvres!
Sir, we only live to serve
Try the grey stuff, it's delicious
Don't believe me? Ask the dishes
They can sing, they can dance
After all, sir, this is France
And a dinner here is never second best
Go on, unfold your menu
Take a glance and then you'll
Be our guest!
Oui, our guest!
Be our guest!

Beef ragout!
Cheese soufflé!
Pie and pudding en flambe!

We'll prepare and serve with flair
A culinary cabaret!
Yes, you're cold, yes, you're wet
But we'll help you to forget
You won't know outside it's storming
When the silverware's performing
He tells jokes, I do tricks
With my fellow candlesticks
And it's all in perfect taste—
that you can bet!

Come on and lift your glass
You've won your own free pass to
Be our guest!

If you're stressed
It's fine dining we suggest
Be our guest, be our guest, be our guest

Life is so unnerving for a servant who's
not serving
He's not whole without a soul to wait upon
Ah, those good old days when we were useful
Suddenly, those good old days are gone

Ten years we've been rusting
Needing so much more than dusting
Needing exercise, a chance to use our skills
Most days we just lay around the castle
Flabby, fat, and lazy
You walked in and oops-a-daisies!

It's a guest, it's a guest
Sakes alive, well I'll be blessed!
Wine's been poured and thank the Lord
I've had the napkins freshly pressed
With dessert, he'll want tea
And my dear, that's fine with me
While the cups do their soft-shoeing
I'll be bubbling, I'll be brewing
I'll get warm, piping hot
Heaven's sakes! Is that a spot?
Clean it up! We want the company impressed!
We've got a lot to do
Is it one lump or two?
For you, our guest, he's our guest
He's our guest, be our guest

Be our guest, be our guest
Our command is your request
It's ten years since we've had anybody here
And we're obsessed
With your meal, with your ease
Yes, indeed, we aim to please
While the candlelight's still glowing
Let us help you, we'll keep going

Course by course, one by one!
Till you shout, "Enough, I'm done!"
Then we'll sing you off to sleep as you digest
Tonight you'll prop your feet up!
But for now, sir, eat up
Be our guest!
Be our guest!
Be our guest!
Please be our guest!



Illustration by Mark Henn



Early design sketches of Beast by Glen Keane



Illustration by Mark Henn



Animation by Tony DeRosa

song notes:

BE OUR GUEST (Final) – We recorded “Be Our Guest” and “Beauty and the Beast” at the same recording session. Jerry Orbach and Angela Lansbury sang live with orchestra. It was magical.

WEST WING (Final) – Musical themes from “Be Our Guest,” “Beauty and the Beast,” “Prologue,” and “Belle” are hidden in this cue.

HUMAN AGAIN (Demo) – It was disappointing for us that this song never made it into the film. Well over nine minutes long, it was by far the longest song we’d ever written, and it describes seasons passing while Maurice supposedly languishes, lost in the woods.

The Beauty team (producer, Don Hahn; directors, Kirk Wise and Garry Trousdale; writer, Linda Woolverton; and story artists galore) camped out in the New York area to work on this story challenge. In the end we wrote a new song...

SOMETHING THERE (Final) – As quick fixes go, this one was spectacularly successful. It was written in one work session and recorded shortly after.

As in “Belle,” Paige O’Hara is great. Note her “Streisand” turn on “New, and a bit alarming.” Robby Benson sings wonderfully in his Beast voice.

THE MOB SONG (Final) – Another song where the music practically wrote itself from the clarity of Howard’s lyric and dramatic intention. From my first play-through, I questioned the simplicity and directness of my musical choices. In production those qualities proved an asset.

Richard White as Gaston becomes the embodiment of evil. Quite a switch for a guy who’s known, generally, as a nice guy/leading man.

BEAUTY AND THE BEAST (Work Tape) – In early ’93, I grabbed an unlabeled cassette tape to record some new material. Before pressing the record button, I decided to check the contents of the tape. It was Howard and me, at his house in Putnam County [New York], working on “Beauty and the Beast.” We were trying to achieve the liftable song that had previously eluded us. This work session is as fresh in my mind now as it was the day after.

BEAUTY AND THE BEAST (Demo) – It was decided that I should sing the demo of “Beauty.” My voice was more appropriate to demonstrate the pop-crossover potential of the song. We recorded Howard as Mrs. Potts on the same instrumental track just in case we needed it. My version sold the song to everyone at Disney, but Howard’s version is what convinced Angela Lansbury to sing it.



Animation by Ray Boardman



Animation by Will Finn and Nik Ranauer

Be Our Guest* (final)

Lead vocals: Angela Lansbury and Jerry Orbach

Mus: Alan Menken

Lyrics: by Howard Ashman

Lumiere

Be our guest! Be our guest!
Put our service to the test
Tie your napkin round your neck, cherie
And we’ll provide the rest
Soup du jour!
Hot hors d’oeuvres!
Why, we only live to serve
Try the grey stuff, it’s delicious
Don’t believe me? Ask the dishes!
They can sing, they can dance!
After all, miss, this is France!
And a dinner here is never second best
Go on, unfold your menu
Take a glance, and then you’ll
Be our guest
Oui, our guest!
Be our guest!

Flatware

Beef ragout!
Cheese soufflé!
Pie and pudding en flambe!

Lumiere

We’ll prepare and serve with flair
A culinary cabaret!
You’re alone and you’re scared
But the banquet’s all prepared
No one’s gloomy or complaining
While the flatware’s entertaining
We tell jokes, I do tricks
With my fellow candlesticks

Mugs

And it’s all in perfect taste, that you can bet!

All

Come on and lift your glass
You’ve won your own free pass to
Be our guest!

Lumiere

If you’re stressed
It’s fine dining we suggest

All

Be our guest, be our guest, be our guest

Lumiere

Life is so unnerving for a servant who’s
not serving
He’s not whole without a soul to wait upon
Ah, those good old days when we were useful
Suddenly, those good old days are gone

Ten years, we’ve been rusting
Needing so much more than dusting
Needing exercise, a chance to use our skills
Most days we just lay around the castle
Flabby, fat, and lazy
You walked in and oops-a-daisy

Mrs. Potts

It’s a guest, it’s a guest
Sakes alive, well I’ll be blessed!
Wine’s been poured and thank the Lord
I’ve had the napkins freshly pressed
With dessert, she’ll want tea
And my dear, that’s fine with me

While the cups do their soft-shoeing
I’ll be bubbling! I’ll be brewing!
I’ll get warm, piping hot!
Heaven’s sakes! Is that a spot?
Clean it up! We want the company impressed!
We’ve got a lot to do
Is it one lump or two
For you, our guest?

All

She’s our guest

Mrs. Potts

She’s our guest

All

She’s our guest!
Be our guest! Be our guest!
Our command is your request
It’s ten years since we’ve had anybody here
And we’re obsessed
With your meal, with your ease
Yes, indeed, we aim to please
While the candlelight’s still glowing
Let us help you, we’ll keep going

Course by course, one by one!
Till you shout, “Enough, I’m done!”
Then we’ll sing you off to sleep as you digest
Tonight you’ll prop your feet up!
But for now, let’s eat up!
Be our guest!
Be our guest!
Be our guest!
Please be our guest!



Animation by Nik Ranauer

Human Again' (demo)

Last words: Howard Ashman and Alan Menken
Main: by Alan Menken
Lyrics: by Howard Ashman

Lumiere

I'll be cooking again
 Be good-looking again
 With a mademoiselle on each arm
 When I'm human again
 Only human again
 Poised and polished
 And gleaming with charm
 I'll be courting again
 Chic and sporting again

Teapot

Which should cause several husbands alarm

Bath

I'll hop down off this shelf
 And tout de suite, be myself
 I can't wait to be human again

Accessories

When we're human again
 Only human again
 When we're knickknacks and whatnots
 no more
 When we're human again
 Good and human again

Wardrobe

Ah, cherie, won't it all be top drawer?
 I'll wear lipstick and rouge
 And I won't be so huge
 Why, I'll easily fit through that door
 I'll exude savoir faire
 I'll wear gowns, I'll have hair
 It's my prayer to be human again!

Objects

Ticktock, the time goes
 The days pass, the cock crows
 They keep getting closer
 Well, don't they?

Ticktock, the time flies
 A full moon, a sunrise
 They keep drawing nearer
 And nearer together

And as they draw nearer
 The day draws near too
 The day we've been waiting
 So long for is due

When I'm human again
 Only human again
 When I'm not just a mere quelque chose

A Single Object

When I'm mortal again
 Will I chortle again
 When I've got one, will I thumb my nose?

Female Portrait

I'll say sorry, my dear
 This old dame's out of here

Male Portrait

Though you'll visit sometimes, I suppose

Cogsworth

Won't the world be in tune
 On that swell afternoon
 Coming soon
 When we're human again

So sweep the dust from the floor
 Let's let some light in the room
 I can feel, I can tell
 Someone might break the spell
 Any day now...

Shine up the brass on the door
 Alert the dust pail and broom
 If it all goes as planned
 Our time may be at hand
 Any day now!

Girls

Open the shutters and let in some air

Teapot

Put these here and put those over there

All

Sweep up the years
 The sadness and tears
 And throw them away!

We'll be human again!
 Yes, sir, human again!
 'Cause it looks like he just may come through
 Something's moving again
 And it's proving again
 Happy endings can really come true

Something's stirring again
 Reoccurring again
 I've a sneaking suspicion, don't you?
 Little push, little shove
 They could—*whoosh!*—fall in love
 And we'd finally be human again

Objects

Clouds pass the sundial
 The days move and meanwhile
 They keep getting closer
 Well, don't they?

Sands fill the hourglass
 The moons wane, the suns pass
 An evening, a morning, a week intervenes
 They keep getting closer
 You know what that means!

Ticktock, the time goes
 The days pass, the cock crows

Ticktock, the time goes
 The days pass, the cock crows
 (repeat)

(sung in counterpoint)
 Coming together, closer and closer
 Moving together, getting closer

Ticktock, the time goes
 The days pass, the cock crows
 (repeat)

(sung in counterpoint)
 Coming together, closer and closer
 Moving together, getting closer

Objects

When I'm human again
 Only human again
 When the world once more starts
 making sense

Cogsworth

I'll unwind for a change

Lumiere

Really, that'd be strange

Cogsworth

Can I help it if I'm t-t-tense?
 In a shack by the sea
 I'll sit back sipping tea
 Let my early retirement commence
 Far from fools made of wax
 I'll get down to brass tacks
 And relax!

Objects

When I'm human again!

When we're human again
 Only human again
 When the girl finally sets us all free
 Cheeks a-blooming again
 We're assuming again
 We'll resume our long lost joie de vivre
 We'll be playing again
 Holidaying again
 And we're praying it's A.S.A.P.
 When we cast off this pall
 We'll stand straight, we'll walk tall
 When we're all what we were
 Thanks to him, thanks to her
 Coming closer and closer
 And closer and closer and...

All

We'll be dancing again
 We'll be swirling again
 We'll be whirling around with such ease
 When we're human again
 Only human again
 We'll go waltzing those old one-two-three's
 We'll be floating again
 We'll be gliding again
 Stepping, striding as fine
 as you please
 Like a real human does
 I'll be all that I was
 On that glorious morn
 When we're finally reborn
 And we're all of us
 human again!



Animation by
 Dave Permut

song notes:

BEAUTY AND THE BEAST (Final) – Angela and the orchestra conducted by David Friedman. As close to perfection as I could imagine.

THE BEAST LETS BELLE GO (Final) – The Beast selflessly allows Belle to leave because he loves her. Possibly the most emotional moment in the movie.

TRANSFORMATION, Version 1 (Final, replaced) – After countless demos of underscore for this moment when the Beast “dies” in Belle’s arms, I recorded this piece with orchestra. It was possibly too intrusive.

TRANSFORMATION, Version 2 (Final) – A more supportive choice. This one remains in the film.

BEAUTY AND THE BEAST (Single) – The combination of Walter Afanasieff’s production, Robbie Buchanan’s arrangement, and Peabo Bryson and Celine Dion’s vocals made me happy to relinquish control of Howard’s and my song. Howard never heard it. I hope he would have liked it. I sure do.



Animation by Doug Krohn

Something There* (final)

Lead vocals: Paige O'Hara and Robby Benson
Music by: Alan Menken
Lyrics by: Howard Ashman

Belle
There's something sweet
And almost kind
But he was mean, and he was coarse and
unrefined
And now he's dear and so unsure
I wonder why I didn't see it there before?

Beast
She glanced this way, I thought I saw
And when we touched she didn't shudder at
my paw
No, it can't be...I'll just ignore
But then she's never looked at me that
way before

Belle
New and a bit alarming
Who'd have ever thought that this could be?
True that he's no Prince Charming
But there's something in him
That I simply didn't see

Lumiere
Well, who'd have thought

Mrs. Potts
Well, bless my soul

Cogsworth
Well, who'd have known

Mrs. Potts
Well, who indeed?

Lumiere
And who'd have guessed they'd come
Together on their own?

Mrs. Potts
It's so peculiar

Mrs. Potts/Lumiere/Cogsworth
Wait and see, a few days more
There may be something there that
Wasn't there before

Cogsworth
Perhaps there's something there that
Wasn't there before

Mrs. Potts
There may be something there that
Wasn't there before



Animation by Lorna Cook and Glen Keane

The Mob Song* (final)

Lead vocal: Richard White
Music by: Alan Menken
Lyrics by: Howard Ashman

Man I
We're not safe until he's dead

Man II
He'll come stalking us at night

Woman
Set to sacrifice our children
To his monstrous appetite!

Man III
He'll wreak havoc on our village
If we let him wander free

Gaston
So it's time to take some action, boys
It's time to follow me...

Through the mist, through the woods
Through the darkness and the shadows
It's a nightmare, but it's one exciting ride
Say a prayer, then we're there
At the drawbridge of a castle
And there's something truly terrible inside
It's a beast! He's got fangs
Razor-sharp ones
Massive paws, killer claws for the feast
Hear him roar! See him foam!
But we're not coming home till he's dead!
Good and dead! Kill the beast!

Mob
Light your torch, mount your horse

Gaston
Screw your courage to the sticking place!

Mob
We're counting on Gaston to lead the way
Through a mist, through a wood
Where within a haunted castle
Something's lurking that you don't see
everyday

It's a beast! One as tall as a mountain!
We won't rest till he's good and deceased
Sally forth! Tallyho! Grab your sword!
Grab your bow!
Praise the Lord and here we go!

We don't like what we don't understand
In fact, it scares us
And this monster is mysterious at least
Bring your guns, bring your knives
Save your children and your wives
We'll save our village and our lives
We'll kill the beast!

Hearts ablaze, banners high
We go marching into battle
Unafraid, although the danger just increased

Raise the flag! Sing the song!
Here we come, we're fifty strong!
And fifty Frenchmen can't be wrong!
Let's kill the beast!

Kill the beast!
(Repeat)



Animation by Alex Kupershmidt

Beauty and the Beast* (demo and final)

Demo lead vocal: Howard Ashman
Final lead vocal: Angela Lansbury
Music by: Alan Menken
Lyrics by: Howard Ashman

Mrs. Potts
Tale as old as time
True as it can be
Barely even friends
Then somebody bends
Unexpectedly

Just a little change
Small, to say the least
Both a little scared
Neither one prepared
Beauty and the Beast

Ever just the same
Ever a surprise
Ever as before
Ever just as sure
As the sun will rise

Tale as old as time
Tune as old as song
Bittersweet and strange
Finding you can change
Learning you were wrong

Certain as the sun
Rising in the east
Tale as old as time
Song as old as rhyme
Beauty and the Beast

Tale as old as time
Song as old as rhyme
Beauty and the Beast



Animation by Eric Larson

Beauty and the Beast* (single)

Lead vocal: Peabo Bryson and Celine Dion

Music by Alan Menken

Lyrics by Howard Ashman

Tale as old as time
True as it can be
Barely even friends
Then somebody bends
Unexpectedly

Just a little change
Small, to say the least
Both a little scared
Neither one prepared
Beauty and the Beast

Ever just the same
Ever a surprise
Ever as before
Ever just as sure
As the sun will rise
(repeat)

Tale as old as time
Tune as old as song
Bittersweet and strange
Finding you can change
Learning you were wrong

Certain as the sun
Rising in the east
Tale as old as time
Song as old as rhyme
Beauty and the Beast

Tale as old as time
Song as old as rhyme
Beauty and the Beast

*From "Beauty and the Beast" soundtrack
Celine Dion appears courtesy of Epic Records*



Early, romantic dancing: Belle and the Beast dance by Eric Larson

Aladdin Lyrics

song notes:

ALADDIN

ARABIAN NIGHTS (Final) – Like "Fathoms Below," only a shortened version of the song remains. The man of a thousand voices, Bruce Adler, sings.

LEGEND OF THE LAMP (Final) – Our "narrator" goes to town. I keep the underscore as out of the way as possible.

ON A DARK NIGHT (Final) – I love the transition from light to dark as the storytelling begins.

ONE JUMP AHEAD (Final) – John Musker and Ron Clements asked for a song like "Babkak, Omar, Aladdin, Kassim" (on the fourth CD). I wrote music first and Tim Rice came through with a lyric that fits in perfectly with the Ashman-Menken style. Brad Kane comes through brilliantly as Aladdin.

STREET URCHINS (Final) – Aladdin escapes into the crowd.

ONE JUMP AHEAD, REPRISE (Final) – At this point in the film, it's too soon for a new song moment for Aladdin. The trick here was to find a quiet "This is what I want" moment for Aladdin to sing to Abu and to adapt it from material already heard in "One Jump Ahead."

COUNT ON ME (Demo) – When Howard passed away, my first instinct was to continue on as both composer and lyricist on *Aladdin*. This song was written before "One Jump Ahead" to fill the slot now occupied by "One Jump Ahead, Reprise."

CALL ME A PRINCESS (Demo) – This is more a tangent than anything else we've included. Very early on, Howard and I toyed with this song for a spoiled princess. One try and it was history. Luckily, that try was preserved on tape.

JASMINE RUNS AWAY (Final) – How could I do the story of Aladdin and not write something that's inspired by Rimsky-Korsakov's *Scheherazade Suite*!

MARKETPLACE (Final) – My family knows a little secret about this theme: I composed it and sang it incessantly on a summer vacation to Lake George in 1957, when we stayed at a motel where the bathrooms had incredible echo. It's now, thirty-seven years later, finally out of my system.

WHY ME (Unreleased Master) – One of Tim's and my numerous attempts to write a song for Jafar. It proved too late in the story to have this character sing new material when he hadn't sung before. This was our first collaboration. Great to have this Jonathan Freeman performance on tape.

Arabian Nights' (final)

*Lead vocal: Bruce Adler
Music by Alan Menken
Lyrics by Howard Ashman*

Oh, I come from a land, from a faraway place
Where the caravan camels roam
Where it's flat and immense
And the heat is intense
It's barbaric, but hey, it's home

When the wind's from the east
And the sun's from the west
And the sand in the glass is right
Come on down
Stop on by
Hop a carpet and fly
To another Arabian night

Arabian nights
Like Arabian days
More often than not
Are hotter than hot
In a lot of good ways

Arabian nights
'Neath Arabian moons
A fool off his guard
Could fall and fall hard
Out there on the dunes



Animation by Walt Piron

One Jump Ahead' (final)

*Lead vocal: Brad Kane
Music by Alan Menken
Lyrics by Tim Rice*

Aladdin
Gotta keep
One jump ahead of the headline
One swing ahead of the sword
I steal only what I can't afford
That's everything!

One jump ahead of the lawmen
That's all, and that's no joke
These guys don't appreciate I'm broke

Crowd
Riffraff! Street rat!
Scoundrel! Take that!

Aladdin
Just a little snack, guys

Crowd
Rip him open, take it back, guys

Aladdin
I can take a hint, gotta face the facts
You're my only friend, Abu!

Crowd
Who?

Ladies
Oh, it's sad, Aladdin's hit the bottom
He's become a one-man rise in crime

Lady
I'd blame parents except he hasn't got 'em

Aladdin
Gotta eat to live, gotta steal to eat
Tell you all about it when I got the time!

One jump ahead of the slowpokes
One skip ahead of my doom
Next time gonna use a nom de plume
One jump ahead of the hitmen
One hit ahead of the flock
I think I'll take a stroll around the block

Crowd
Stop, thief! Vandal!
Outrage! Scandal!

Aladdin
Let's not be too hasty

Lady
Still, I think he's rather tasty

Aladdin
Gotta eat to live, gotta steal to eat
Otherwise we'd get along

Crowd
Wrong!

Aladdin
One jump ahead of the hoofbeats
(Vandal!)

One hop ahead of the hump
(Street rat!)

One trick ahead of disaster
(Scoundrel!)

They're quick, but I'm much faster
(Take that!)

Here goes, better throw my hand in
Wish me happy landin'
All I gotta do is jump



Animation by Dave Stephan and Rejean Barrios Boerslag

One Jump Ahead, Reprise' (final)

*Lead vocal: Brad Kane
Music by Alan Menken
Lyrics by Tim Rice*

Aladdin
Riffraff, street rat
I don't buy that
If only they'd look closer
Would they see a poor boy? No, sirree
They'd find out
There's so much more to me

Count on Me' (demo)

*Lead vocal: Alan Menken
Music by Alan Menken
Lyrics by Alan Menken*

Hey, gonna make you proud someday
Gonna do great things you'll see
Yeah, it's in the hands of fate now
Just wait now
I've got this destiny

My friend, you can count on me
We won't just get by
Hang on tight
And we'll have adventures
Diamonds and pearls
We'll rescue damsels
Did I mention girls?

And then, I'll pick a star from the sky
And all of our dreams will come true
one-two-three
You can count on me

You can always count on me
'Cause I got lots of plans
So stick with me
And there will be riches
And magical places
A private oasis
Out there in the sands

Till then
You keep on smiling through
And we'll get by
On what's out there for free
You can count on me

'Cause I'll make you proud someday
'Cause I've got this destiny
And I know that I'll make good now
I should now
You can count on me



Call Me a Princess¹ (demo)

Lead vocal: Alan Menken
Music by: Alan Menken
Lyrics by: Howard Ashman

Call me a princess, I don't care
Call me obsessed with nails and hair
Only concerned with what to wear
Shallow and so blase

Go ahead, call me "royal pain"
I'm unimpressed with your disdain
Let me repeat one sweet refrain
Princesses get their way

Other girls cook, but that's not relaxing
Princesses make reservations
Life's much too short and Lord, it's so taxing
Ruling these darn Third World nations

Some say that when I nag and whine
Nobody's voice is shrill as mine
Daddy thinks that I sound just fine
He's in my royal sway
Other girls study, why do they bother?
I study how to grease up my father
Fathers were born to pay
And princesses get their way

Call me a princess, I don't mind
Selfish disgrace to womankind
People need hobbies—I unwind
Watching how much I weigh

Other girls work for law degrees
Some scrub the floor on hands and knees
I'd rather have a facial, please
Slather her face in clay

Soon I'll get married—what could be sweeter?
To some Salim or Abdullah
Whoever he is, the two things he'll need are
Earplugs and plenty of moola

Princesses write a check—it clears
That's 'cause they spend those wonder years
Running to Dad and faking tears
Training him to obey
Fresh outta cash? No problem, I drop a
Snit and go running straight to my papa
Then everything's okay
Princesses get their way
Believe it
Princesses get their way

Why Me¹ (unreleased master)

Lead vocal: Jonathan Freeman
Music by: Alan Menken
Lyrics by: Tim Rice

In my formative and hungry years
I was unappreciated by my peers
As their slings and arrows flew
I would ponder—wouldn't you?
Why me? Why me?

For a man of my charisma and mystique
I have taken far too long to reach my peak
Why was my status never quo?
Why did no one want to know?
Poor me, why me?

Why was I so unable to fulfill my true
potential?
Kept down by those I knew were smaller fry
Inconsequential, but here's the rub
Rub-a-dub-dub

I am power, I am clout personified
I've a genie and sheer malice on my side
It's a combination which
Works me up to fever pitch
Big "G" and me

When the master of the lamp says,
"Bow," you bow!
You forget who wears the pants around
here now
A man who knows just what to do
And who to do it to
Who's he? M—E!

And as for you, you little twerp
From now on, it's "as you were" time
Let's have your pretty princess
See how she's been wasting her time
Let's strip him bare there's nothing there

Though I hate to break a partnership
You're going on a one-way trip
To a corner of the sphere
Not a million miles from here
But two! Toodle-loo!

Who's the titan, who's the champ?
Who's the master of the lamp?
Who's the one who'll take up
Pages in *Who's Who*?
Who? Why, me!



Friend Like Me¹ (final)

Lead vocal: Robin Williams
Music by: Alan Menken
Lyrics by: Howard Ashman

Genre:

Well, Ali Baba had them forty thieves
Sheherazadie had a thousand tales
But, master, you in luck tause up your sleeves
You got a brand of magic never fails
You got some power in your corner now
Some heavy ammunition in your camp
You got some punch, pizzazz, yahoo, and how
See, all you gotta do is rub that lamp
And I'll say

Mister Aladdin, sir
What will your pleasure be?
Let me take your order
Jot it down
You ain't never had a friend like me

Life is your restaurant
And I'm your maitre d'
C'mon, whisper what it is you want
You ain't never had a friend like me

Yes sir, we pride ourselves on service
You're the boss
The king, the shah
Say what you wish
It's yours! True dish
How about a little more baklava?

Have some of column "A"
Try all of column "B"
I'm in the mood to help you, dude
You ain't never had a friend like me

Can your friends do this?
Can your friends do that?
Can your friends pull this out their little hat?
Can your friends go *poof*?
Well, looky here
Can your friends go, abracadabra, let'er rip
And then make the sucker disappear?

So don'tcha sit there slack-jawed, buggy-eyed
I'm here to answer all your midday prayers
You got me bona fide, certified
You got a genie for your charge d'affaires
I got a powerful urge to help you out
So whatcha wish? I really wanna know
You got a list that's three miles long, no doubt
Well, all you gotta do is rub like so—and oh!

Mister Aladdin, sir, have a wish or two
or three
I'm on the job, you big nabob
You ain't never had a friend,
never had a friend
You ain't never had a friend,
never had a friend
You ain't never had a friend like me
You ain't never had a friend like me

Animation by:
Glen Keane



Prince Ali¹ (demo)

Lead vocal: Alan Menken
Music by: Alan Menken
Lyrics by: Howard Ashman

Hail! Your attention I pray!
Oh, ye people of Agrabah
This is your lucky day!

Hail! High and low, great and small
Lucky people of Agrabah
Someone's coming to call

Someone who tamed the Cyclops
Then fought forty thieves, single-hand
He's richer than Croesus, he goes where
he pleases
And this time he's chosen your land
So here he is now with his band

Make way for Prince Ali!
Say hey, it's Prince Ali!

Hey! Clear the way in the old bazaar
Hey you!
Let us through
It's a bright, new star
Oh, come!
Be the first on your block to meet his eye!

Make way
Here he comes
Ring bells, bang the drums
Are you gonna love this guy!

Prince Ali! Fabulous he!
Ali Ababwa
Genuflect, show some respect
Down on one knee
Now, try your best to stay calm
Brush up your Sunday salaam
Then come and meet his spectacular coterie

Prince Ali!
Mighty is he!
Ali Ababwa
Strong as ten regular men, definitely!
He once slew seventy Turks

Mustaches, sabers, real jerks
Who gave those bad guys the works?
Why, Prince Ali!

He's got seventy-five golden camels
Purple peacocks?
He's got fifty-three
When it comes to exotic-type mammals
Has he got a zoo?
I'm telling you, it's a world-class menagerie

Prince Ali! Wonderful he, Ali Ababwa
He's essayed quite a parade for you to see
So get on out in that street
Got someone I wantcha to meet
Come on, start kissing the feet of Prince Ali

There's no question this Ali's impressive
Though his entourage may be excessive
All those elephants at once can quite
unnerve one

Still the guy gives a parade new meaning
And the sight of all those peacocks preening
He's a prince without a peer and we
deserve one

Prince Ali, handsome is he, Ali Ababwa
That physique, how can I speak, weak at
the knee
Well, get on out in the square
Adjust your veil and prepare
To gawk and grovel and stare
At Prince Ali

(Sung in counterpoint)
There's no question this Ali's alluring
Never ordinary, never boring
Everything about the man just plain
impresses
He's a winner, he's a whiz, a wonder
He's about to pull my heart asunder
And I absolutely love the way he dresses

He's got ninety-five white Persian monkeys
(He's got the monkeys, let's see the monkeys)
And to view them he charges no fee
(He's generous, so generous)
He's got slaves, he's got servants and flunkies
(Proud to work for him)
They bow to his whim, love serving him
They're just lousy with loyalty to Ali!
Prince Ali!

Prince Ali, amorous he, Ali Ababwa
Heard your princess was a sight lovely to see
And that, good people, is why he got dolled
up and dropped by
With sixty elephants, llamas galore
With his bears and lions
A brass band and more
With his forty fakirs, his cooks, his bakers
His birds that warble on key
Make way for Prince Ali!

Prince Ali¹ (final)

Lead vocal: Robin Williams
Music by: Alan Menken
Lyrics by: Howard Ashman

Crowd
Make way for Prince Ali
Say hey! It's Prince Ali

Genie
Hey! Clear the way in the old bazaar
Hey you!
Let us through!
It's a bright, new star!
Oh, come!
Be the first on your block to meet his eye!

Make way!
Here he comes!
Ring bells! Bang the drums!
Are you gonna love this guy!

Prince Ali! Fabulous he!
Ali Ababwa
Genuflect, show some respect
Down on one knee!
Now, try your best to stay calm
Brush up your Sunday salaam
Then come and meet his spectacular coterie

Prince Ali!
Mighty is he!
Ali Ababwa
Strong as ten regular men, definitely!
He faced the galloping hordes
A hundred bad guys with swords
Who sent those goons to their lords?
Why, Prince Ali!

He's got seventy-five golden camels
Purple peacocks?
He's got fifty-three
When it comes to exotic-type mammals
Has he got a zoo?
I'm telling you, it's a world-class menagerie!

Prince Ali! Handsome is he, Ali Ababwa
That physique! How can I speak?
Weak at the knee
Well, get on out in that square
Adjust your veil and prepare
To gawk and grovel and stare at Prince Ali!

(Sung in counterpoint)
There's no question this Ali's alluring
Never ordinary, never boring
Everything about the man just plain
impresses
He's a winner, he's a whiz, a wonder!
He's about to pull my heart asunder!
And I absolutely love the way he dresses!

He's got ninety-five white Persian monkeys
(He's got the monkeys, let's see the monkeys!)
And to view them he charges no fee
(He's generous, so generous!)
He's got slaves, he's got servants and flunkies
(Proud to work for him)
They bow to his whim, love serving him
They're just lousy with loyalty to Ali!
Prince Ali!

Prince Ali!
Amorous he! Ali Ababwa!
Heard your princess was a sight lovely to see
And that, good people, is why he got dolled
up and dropped by

song notes:

FRIEND LIKE ME (Work Tape) – Lots of Fats Waller combined with Cab Calloway.

FRIEND LIKE ME (Final) – I don't argue with success. A little of Fats, a little of Cab, and a lot of the Genie goes a long, long way!

TO BE FREE (Final) – If we didn't have two other song moments I would love to have written a song for the Genie in this place. Aladdin says, "What would you wish for?" and the Genie sings...

CAVE OF WONDERS (Final) – I had a ball writing this! Like scoring a roller coaster ride.

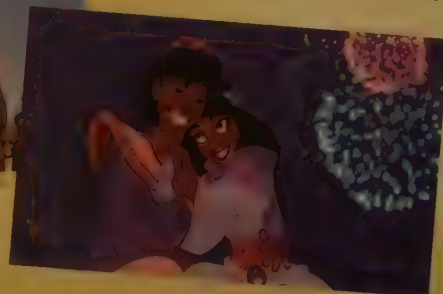
PRINCE ALI (Demo) – This song was written near the end of Howard's life. I know it frustrated him to not be able to fully participate in the demo. It was, therefore, all the more gratifying that he was happy with both the song and this demo. Note some wonderful "lost" lyrics.

PRINCE ALI (Final) – Another wonderful performance by the Genie along with Danny Troob's stylish orchestration and David Friedman's stirring vocal arrangement.

A WHOLE NEW WORLD (Work Tape) – I wrote this music with Tim's style in mind. His lyrics have a way of giving wings to music. I originally called this "The World at Your Feet." Tim retitled it "A Whole New World." Some people just can't leave well enough alone!



Animation by Rick Farnham and Rick Lumsden



Animation by Marc Henn

With sixty elephants, llamas galore
With his bears and lions
A brass band and more
With his forty fakirs, his cooks, his bakers
His birds that warble on key
Make way for Prince Ali!

A Whole New World¹ (final)

Lead vocal: Brad Kane and Lea Salonga
Music by Alan Menken
Lyrics by Tim Rice

Aladdin

I can show you the world
Shining, shimmering, splendid
Tell me, Princess, now when did
You last let your heart decide?

I can open your eyes
Take you wonder by wonder
Over, sideways, and under
On a magic carpet ride

A whole new world
A new fantastic point of view
No one to tell us no
Or where to go
Or say we're only dreaming

Jasmine

A whole new world
A dazzling place I never knew
But when I'm way up here
It's crystal clear
That now I'm in a whole new world with you

Aladdin

Now I'm in a whole new world with you

Jasmine

Unbelievable sights
Indescribable feeling
Soaring, tumbling, free-wheeling
Through an endless diamond sky

A whole new world
(Don't you dare close your eyes)
A hundred thousand things to see
(Hold your breath—it gets better)
I'm like a shooting star
I've come so far
I can't go back to where I used to be

Aladdin

A whole new world
(Every turn a surprise)
With new horizons to pursue
(Every moment, red-letter)

Both

I'll chase them anywhere
There's time to spare
Let me share this whole new world with you

A whole new world
That's where we'll be

Aladdin

A thrilling chase

Jasmine

A wondrous place

Both

For you and me

Humiliate the Boy¹ (demo)

Lead vocal: Jonathan Freeman
Music by Alan Menken
Lyrics by Howard Ashman

Jafar

Seize the good times!
Too bad they never last
Especially for an urchin
With a questionable past
Ah, yes, these were the good times
Hope you liked them, little friend
'Cause here is where the good times
Most decidedly must end

Iago

Sir

Jafar

Oh, it's a thrill
Oh, it's such fun
To see another fellow's dreams
Turn into nightmares, one by one
It's such a lark
It's such a joy
To roll our sleeves up and humiliate the boy

Oh, it's a kick

Oh, it's a bash
When we remove the fancy turban
And the neatly trimmed mustache
And now let's repossess the clothes

Iago

D'ya think we ought to?

Jafar

Why be coy?
C'mon, let's do it
Let's humiliate the boy

Once he was proud
Once he was fine
The very model of Arabian design
But such is fate

Iago

Too bad, tsk-tsk

Jafar

I guess he'll have to learn the hard way

Both

Rubbing lamps involves some risk

Jafar

And it's so rich
And it's so rare
To take his shirt, his shoes, his jewelry

Iago

And then we'll thin his hair

Jafar

Oh, we'll emasculate him slowly



Animation by Andreas Deja



Animation by Kathy Liwanos and Mike Gamm

Both

All the butterflies enjoy
How delicious, to humiliate the boy

Jafar

What were the horses?

Genie

They were roaches

Jafar

And the camels?

Genie

They were gnats

Jafar

And the elephant?

Genie

His monkey—and the rest of 'em were rats

Jafar

They were rodents?

Genie

Yeah, diseased ones

Jafar

Oh, how very, very sad
Change them back now, that's an order
Take everything you gave him
All the magic stuff away
Leave him dirty, poor, and penniless

Genie

But, sir...

Jafar

Do as I say!
Now let it rain
Now let it storm

Iago

Now send some flies into the picture

Jafar

'Bout how many?

Iago

Oh, a swarm

Jafar

Now let 'er rip
Don't be repressed
Keep on destroying things
I've always felt it's what you do the best

Both

Let him have it! Atta Genie!
Since you're now in our employ

Jafar

It's your pleasure to ruin him!

Iago

Wreck him!

Jafar

I want him neutralized!



Animation by Alex Kupershmidt



Aladdin: Alan Menken and Tim Rice

SONG NOTES:

A WHOLE NEW WORLD (Final) – Lea Salonga (*Miss Saigon*) and Brad Kane (*She Loves Me*) are the cream of young Broadway talent. Good casting.

THE KISS (Final) – Note the touch of Brahms in the orchestration of the last part of this piece. Thanks D.T.

ALADDIN'S WORLD (Final) – Yes, I hinted at the famous Disneyworld ad.

HUMILIATE THE BOY (Demo) – Howard's and my version of a song for Jafar. Jonathan Freeman is wonderful as both Jafar and Iago. I would love to have heard Howard's interpretation. Our last collaboration.

JAFAR'S HOUR (Final) – Danny Troob calls on fellow orchestrator, Michael Starobin, when there's a time crunch on a project. Michael came through with a terrific chart on this cue.

PRINCE ALI, REPRISE (Final) – In the end, a mocking reprise of "Prince Ali" was the best way to get a sung vocal from Jafar. The one instance of Tim taking on the same musical material as Howard.

THE ENDS OF THE EARTH (Final) – Aladdin blasts off thanks to Jafar, the new "Master of the Lamp" (the title to yet another lost Menken-Rice song for Jafar).

THE BATTLE (Final) – From *Mermoid to Beauty* to *Aladdin*, there have always been the big action-adventure battle sequences. This is where Disney outdoes the Broadway musical.

HAPPY END IN AGRABAH (Final) – And there have always been the happy ending, the kiss, and the Disney chorus.

ARABIAN NIGHTS, REPRISE (Unreleased Master) – We originally planned to bookend the project with the narrator.

A WHOLE NEW WORLD (Single) – A Number One single; a dream come true. I'd like to thank...

Prince Ali, Reprise¹ (final)

Lead vocal: Jonathan Freeman
Music: Alan Menken
Lyrics: Tim Rice

Jafar

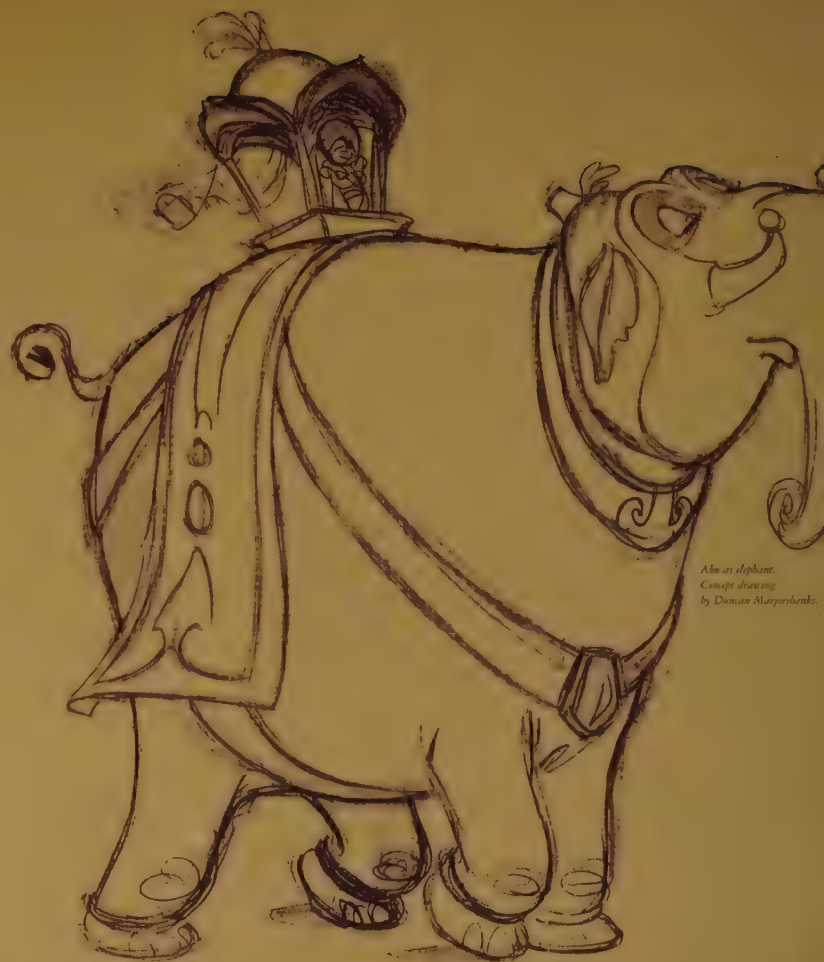
Prince Ali, yes, it is he
But not as you know him
Read my lips and come to grips with reality
Yes, meet a blast from your past
Whose lies were too good to last
Say hello to your precious Prince Ali!

So Ali turns out to be merely Aladdin
Just a con, need I go on?
Take it from me
His personality flaws
Give me adequate cause
To send him packing on a one-way trip
So his prospects take a terminal dip
His assets frozen, the venue chosen
Is the ends of the earth—whoopie!
So long, ex-Prince Ali!

Arabian Nights, Reprise¹ (unreleased master)

Lead vocal: Bruce Adler
Music: Alan Menken
Lyrics: Howard Ashman

So it goes, short and sweet
They were wed down the street
May their marriage be truly blessed
Happy end to the tale
And tomorrow's a sale
So I'd better go home and rest
Here's a kiss and a hug
Sure you don't need a rug?
I assure you the price is right
Well, salaam, worthy friend
Come back soon! That's the end
Til another Arabian night



Aladdin's elephant
Concept drawing
by Dorian Margerison

A Whole New World (Aladdin's Theme)¹ (single)

Lead vocals: Peabo Bryson and Regina Belle
Music: Alan Menken
Lyrics: Tim Rice

I can show you the world
Shining, shimmering, splendid
Tell me, Princess, now when did
You last let your heart decide?

I can open your eyes
Take you wonder by wonder
Over, sideways, and under
On a magic carpet ride

A whole new world
A new fantastic point of view
No one to tell us no
Or where to go
Or say we're only dreaming

A whole new world
A dazzling place I never knew
But, now, from way up here
It's crystal clear
That now I'm in a whole new world with you

Unbelievable sights
Indescribable feeling
Soaring, tumbling, freewheeling
Through an endless diamond sky

A whole new world
(Don't you dare close your eyes)
A hundred thousand things to see
(Hold your breath—it gets better)
I'm like a shooting star
I've come so far
I can't go back to where I used to be

A whole new world
With new horizons to pursue
I'll chase them anywhere
There's time to spare
Let me share this whole new world with you

(Repeat third verse)

A whole new world
(Every turn a surprise)
With new horizons to pursue
(Every moment, red-letter)
I'll chase them anywhere
There's time to spare
Anywhere, there's time to spare
Let me share this whole new world with you

A whole new world
That's where we'll be
A thrilling chase
A wondrous place
For you and me

*Regina Belle and Peabo Bryson appear
courtesy of Columbia*

Aladdin (The Original Score)

Arabian Nights, Reprise #1¹ (demo)

Lead vocal: Howard Ashman
Main: by Alan Menken
Lyrics: by Howard Ashman

In the palace, right here, lived a wicked wazir
The adviser to Sultan Hamed
And this part-time magician, this amateur seer
Wished his boss, the good Sulran, dead
He was charming and slick
But unspeakably sick
This despicable parasite
What a villain, boo hiss!
Further proof, dears, that this
Is another Arabian night

Babkak, Omar, Aladdin, Kassim¹ (demo)

Lead vocal: Howard Ashman and Alan Menken
Main: by Alan Menken
Lyrics: by Howard Ashman

Good pals, blood brothers
Me and three others
Babkak, Omar, Aladdin, Kassim

Four friends, none closer
Get mad? Heck no, sir!
Not us, four-strong, a permanent team

Four guys out poundin'
The pavements of Baghdad
Poor guys with one Arabian dream

To stay this lazy
And play like crazy
Babkak, Omar, Aladdin, Kassim

True friends, no phonies
Me and my cronies
Babkak, Omar, Aladdin, Kassim

Four bums, none better
Not one go-getter
Unmotivated in the extreme

Folks say, "Hey, go earn a living in Baghdad
Grow up, go earn the city's esteem!"
We say, "Tough noogie!"
No way! Let's boogie!"
Babkak, Omar, Aladdin, Kassim

Four guys out making our music in Baghdad
In Baghdad we're the creme de la creme
Okay, supporters
Clap hands, throw quarters
Babkak, Omar, Aladdin, Kassim

Good pals, real chummy
Whozat? Guess, dummy!
Babkak, Omar, Aladdin, Kassim

Old pals, none newer
None tried, none truer
Eight eyes with one impertinent gleam

Four guys out passing the turban in Baghdad
For letting off some musical steam
That's our finale

'Kay guys, let's blow this alley
Babkak, Omar, Aladdin, and
Howzat so far, not bad n' it's
Babkak, Omar, Aladdin, Kassim!

Arabian Nights, Reprise #2¹ (demo)

Lead vocal: Howard Ashman
Main: by Alan Menken
Lyrics: by Howard Ashman

A contemptible skunk
Was this counterfeit "Unc"
But Aladdin he led, alas
On a journey insane
Through forbidden terrain
To a desolate mountain pass
And the trip that they had
Was so bad for our lad
That he gradually got upright
And suspected—guess what?
This was possibly not
Just another Arabian night

Friend Like Me¹ (demo)

Lead vocal: Howard Ashman
Main: by Alan Menken
Lyrics: by Howard Ashman

Well, Ali Baba had them forty thieves
Scheherazadie had a thousand tales
But, mister, you're in luck 'cause up your
sleeves
You got a brand of magic never fails
You got some power in your corner now
Some heavy ammunition in your camp
You got some punch, pizzazz, yahoo, and how
See, all you gotta do is rub that lamp
And I'll say

Mister Aladdin, sir
What will your pleasure be?
Let me take your order
Jot it down
You ain't never had a friend like me

Life is your restaurant
And I'm your maitre d'
C'mon, whisper what it is you want
You ain't never had a friend like me

Yes sir, we pride ourselves on service
You're the boss
The king, the shah
Say what you wish
It's yours! True dish
How about a little more baklava?

Have some of column "A"
Try all of column "B"
I'm in the mood to help you, dude
You ain't never had a friend like me

Can your friends do this?
Can your friends do that?
Could your friends pull this
Out their little hat?

Could your friends go *poof*?
Well, looky here!
Could your friends go abracadabra, let 'er rip
And then make the sucker disappear?

So don'tcha sit there slack-jawed, buggy-eyed
I'm here to answer all your midday prayers
You got me bona fide, certified
You got a genie for your charge d'affaires
I got a powerful urge to help you out
So whatcha wish? I really wanna know
You got a list that's three miles long, no doubt
Well, all you gotta do is rub like so, and oh!

Mister Aladdin, sir, what will those orders be?
I love my job, you big nabob
You ain't never had a friend like me

You ain't never had a friend, never had a friend
You ain't never had a friend like me



Proud of Your Boy[†] (demo)

Lead vocal: Alan Menken
Music by: Alan Menken
Lyrics by: Howard Ashman

Proud of your boy
 I'll make you proud of your boy
 Believe me, bad as I've been, Ma
 You're in for a pleasant surprise

I've wasted time
 I've wasted me
 So say I'm slow for my age
 A late bloomer, okay, I agree

That I've been one rotten kid
 Some son, some pride and some joy
 But I'll get over these lousin' up
 Messin' up, screwin' up times

You'll see, Ma, now comes the better part
 Someone's gonna make good
 Cross his stupid heart
 Make good and finally make you
 Proud of your boy

Tell me that I've been a louse and a loafer
 You won't get a fight here, no ma'am
 Say I'm a goldbrick, a goof-off, no good
 But that couldn't be all that I am

Water flows under the bridge
 Let it pass, let it go
 There's no good reason that you should
 believe me
 Not yet, I know, but

Someday and soon
 I'll make you proud of your boy
 Though I can't make myself taller
 Or smarter or handsome or wise

I'll do my best, what else can I do?
 Since I wasn't born perfect like Dad or you
 Mom, I will try to
 Try hard to make you
 Proud of your boy



Storyboard drawing by Brian Pimental



Background painting by Jane C. Carlson

song notes:

ALADDIN (THE ORIGINAL SCORE)

This is the song score to *Aladdin* as Howard and I originally envisioned it. It's irreverent and full of the kind of humor that was a departure from Disney animated classics, yet it's the biggest reason why I am so excited to be assembling this boxed set of demos, outtakes, and masters. It was written and recorded as a continuous experience, and the demo recording sessions were some of our most enjoyable. Major changes in the story, however, forced out most of these songs. These songs are all demos.

ARABIAN NIGHTS — In its original form has been omitted.

ARABIAN NIGHTS, REPRISE 1 — Howard sings all the reprises.

BABKAK, OMAR, ALADDIN, KASSIM — Aladdin and his three best buddies (cut from the film). Our version of an MGM musical production number. Picture Gene Kelly, Bing Crosby, Bob Hope, and Donald O'Connor.

ARABIAN NIGHTS, REPRISE 2 — With these reprises, the score assumes a very different role in this version.

FRIEND LIKE ME — Yes, this song remains. Howard singing in that "Fats Waller" style I so often refer to.

PROUD OF YOUR BOY — One of my favorite Ashman-Menken songs. This is a ballad Aladdin sings to his mother after letting her down once again. As the romance with Jasmine became more important, Mom's function decreased. She was cut from the story. My vocal on this.

HOW QUICK THEY FORGET — Barbershop quartet. Homage to the Road Pictures. Feels easy. It wasn't. Howard often commented on how proud he was of this lyric.

ARABIAN NIGHTS, REPRISE 3 — I got to use a lot of my then-new synthesizer sounds and vocal effects.

HIGH ADVENTURE — One day Howard said to me, "What would it be like if a big action-adventure movie cue was actually sung?" We tried it here. Please note: There are two genies here. Jafar has the genie of the lamp, and Aladdin and his sidekicks have the genie of the ring. Listen for Howard's hilarious lines for the buddies as they speed to save the day and simultaneously whine about their "fingers bleeding."

ARABIAN NIGHTS, REPRISE 4 — This one almost made it. A choral reprise of "A Whole New World," a kiss, and a "gotcha" from the Genie edged this out.

How Quick They Forget[†] (demo)

Lead vocals: Howard Ashman and Alan Menken
Music by: Alan Menken
Lyrics by: Howard Ashman

Say, you wouldn't go break up the old act
 would ya, pal?
 After all these years, that wouldn't be real nice
 Nah, you couldn't go break up the act, now
 could ya, pal?
 Yes, he could, without so much as thinking
 twice—amazing!

I guess we won't swap those barbershop
 harmonies no more
 You can't sing 'em with three, you gotta have
 four
 And ain't it a crime, a real crying shame
 Screwed up and all wet
 We used to be thick
 How quick they forget

Here's how it becomes guitar, bass, and
 drums, without a horn
 That saxophone leaves, and a trio is born
 Not much does it take to go out 'n' break
 A nice, matching set
 Not much of a trick
 How quick they forget

Like three blind mice
 Or three on a matchstick
 Three makes only three
 Him plus him plus me
 Makes us...Whoopee!

Let's see, three bears
 And three little kittens
 Signed, sealed, said, and done
 One plus one plus one
 Makes what?...No fun

We're not what we were
 Any fool would prefer
 Any four-handed game
 There's nothing that squares
 Without two complete pairs
 So it's just not the same

And I guess we ain't got no more
 Of those hot old nights in store
 Our future looks dull
 a regular snore
 And what is it for?
 Why go busting up
 a happy quartet?
 He's all out of tune
 How soon they forget

Well, ain't it a sin
 It's real crying shame
 Three fellas is left
 One fella's to blame
 Don't want it to end
 Not now and not yet
 It makes a guy sick
 How quick they forget

Just three little pigs
 Our hustling gigs from
 door-to-door
 What used to be fun
 Sans one is a chore
 As all of that,
 "Put 'er there old pal
 Hail-fellow-well-met"
 Fades into the past
 How fast they forget

He thinks he's so chic
 How quick they forget
 He went and broke up the clique
 How quick they forget
 That guy's a real yick
 How quick they forget
 How quick, how quick
 They forget

Arabian Nights, Reprise #3² (demo)

Lead vocal: Howard Ashman
Music by Alan Menken
Lyrics by Howard Ashman

What a room, what a stink
This is doom, don't you think?
As the hours of the night crawl past
You've got rats in your cell
But you'll live with the smell
Till the dawn, when you'll breathe your last
Every tick of the clock
Says get set for the block
And the shock of your awful plight
You should sleep, but you don't
'Cause you know that you won't
See another Arabian night



Early character design by Dave Priskins.

High Adventure¹ (demo)

Lead vocal: Howard Ashman and Alan Menken
Music by Alan Menken
Lyrics by Howard Ashman

Convince those guys, my lord and master
Well, do it faster, let's be gone
In wasting time we court disaster
Pick up that sword and strap it on

Fate blows her kiss
Chills your heart
Takes your hand

Fate feels like this
Play your part
This was planned

And lo, before you know
You grab your horse, you grab your gear
Your moment's now, your moment's here

It's time for high adventure
You're off and riding, saber flashing
Your banner high, your molars gnashing

You feel so dashing on a high adventure
Get set to give some guy a thrashing
'Cause high adventure's in the air

There's high adventure in the air, guys
Someone's out there, guys, someone bad
He's got a damsel in despair, guys
Heck, that's not fair, guys, and I'm mad

Fate blows her kiss
Winks her eye
Plots her scheme
Plots it for Babkak, Omar, and Kassim

And so
We five will go
Until it's through
Until it ends
Here comes Aladdin and his friends
Off on a
High adventure

To confrontations so exciting
They're playing music while we're fighting
Scratching and biting on a
High adventure
Feel that adrenaline igniting
'Cause high adventure's in the air

One more time, it's
High adventure
Heigh-ho, the stallions are stampeding
With Allah's wisdom ever leading
My finger's bleeding! Well, that's
High adventure
What we've collectively been needing
Is high adventure in the air

Hark! Something calls like a dream from afar
Calls out to Babkak, Kassim, and Omar
It's—wait!—the voice of fate
It calls to me, it calls to you
Abu, Aladdin, and the crew, off on a
High adventure

Danger to danger we go flying
Completely unafraid of dying
Omar stop crying, this is
High adventure

There's no ignoring or denying
The kind of thrills that it's supplying
And the effect's electrifying
When high adventure's in the air

Arabian Nights, Reprise #4² (demo)

Lead vocal: Howard Ashman
Music by Alan Menken
Lyrics by Howard Ashman

So it goes, short and sweet
Now they live down the street
Doing just what they all do best
Happy end to the tale
And tomorrow's a sale
So I'd better go home and rest
Here's a kiss and a hug
Sure you don't need a rug?
I assure you the price is right
Well, salaam, worthy friend
Come back soon, that's the end
Till another Arabian night



Background painting by Dean Gordon.



Animation by Mike Cedeno.

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Estate of Howard Ashman (ASCAP)

Credits

MUSIC COMPILATION

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*Edited and Mastered by Bruce Botnick
at Pacific Ocean Post Studio*

COMPANION BOOK

Written by Steve Hochman

*Creative direction by Antoinette Portis
Art direction by
Clifford Selbert Design Collaborative*

*Archive photographs by Richard Cartwright,
Sam Emerson, Michael Ginsburg,
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Marcia Reed, John Seakwood,
and Gene Trindl*

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